

Saul Centers

ANNUAL REPORT  
to Shareholders 2022





Saul Centers, Inc. is a self-managed, self-administered equity REIT headquartered in Bethesda, Maryland, which currently operates and manages a real estate portfolio of 61 properties that includes (a) 50 community and neighborhood shopping centers and seven mixed-use properties with approximately 9.8 million square feet of leasable area and (b) four land and development properties. Over 85% of Saul Centers' property operating income is generated by properties in the metropolitan Washington, DC/Baltimore area.



THE WAYCROFT, ARLINGTON, VA

## TOTAL REVENUE<sup>(a)</sup>

(In millions)

2022 | \$245.9

2021 | \$239.2

2020 | \$225.2

2019 | \$231.5

2018 | \$227.2

## NET INCOME

Available to Common Stockholders

(In millions)

2022 | \$39.0

2021 | \$37.2

2020 | \$29.2

2019 | \$36.3

2018 | \$36.0

## FUNDS FROM OPERATIONS

Available to Common Stockholders

and Noncontrolling Interests<sup>(b)</sup>

(In millions)

2022 | \$103.2

2021 | \$100.7

2020 | \$90.0

2019 | \$95.1

2018 | \$93.8

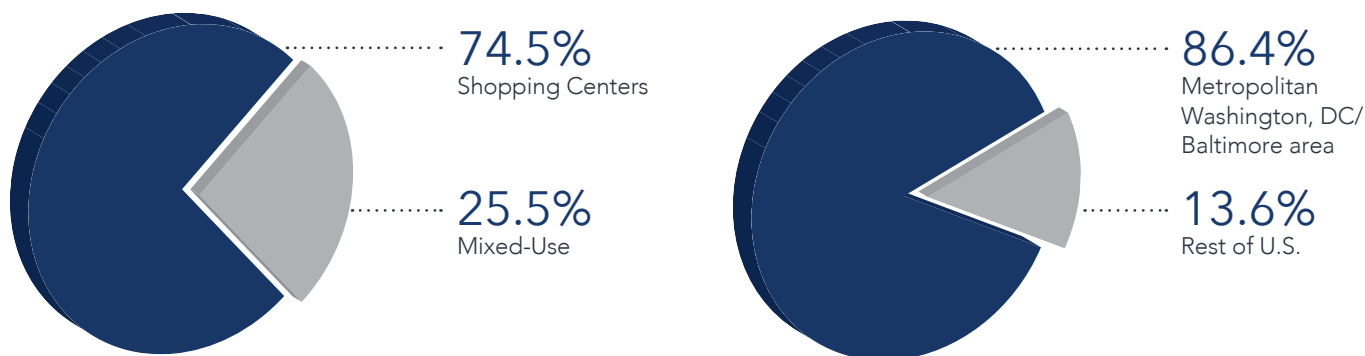
<sup>(a)</sup> Certain reclassifications have been made to prior years to conform to the presentation used for year ended December 31, 2022.

<sup>(b)</sup> Funds From Operations (FFO) is a non-GAAP financial measure.

See page 48 of the 10-K for a definition of FFO and reconciliation to Net Income.

## PORTFOLIO COMPOSITION

BASED ON 2022 PROPERTY OPERATING INCOME<sup>1</sup>



<sup>(1)</sup> Property Operating Income equals total property revenue (net of provision for credit losses) less the sum of property operating expenses and real estate taxes.

	Year ended December 31,				
	2022	2021	2020	2019	2018
<b>Summary Financial Data<sup>(a)</sup></b>					
Total Revenue	\$ 245,860,000	\$ 239,225,000	\$ 225,207,000	\$ 231,525,000	\$ 227,219,000
Net Income Available to Common Stockholders	\$ 39,000,000	\$ 37,195,000	\$ 29,188,000	\$ 36,253,000	\$ 35,964,000
FFO Available to Common Stockholders and Noncontrolling Interests	\$ 103,167,000	\$ 100,727,000	\$ 89,970,000	\$ 95,059,000	\$ 93,821,000
Weighted Average Common Stock Outstanding (Diluted)	23,972,000	23,662,000	23,357,000	23,053,000	22,425,000
Weighted Average Common Stock and Units Outstanding (Diluted)	33,972,000	33,098,000	31,267,000	30,913,000	30,156,000
Net Income Per Share Available to Common Stockholders (Diluted)	\$ 1.63	\$ 1.57	\$ 1.25	\$ 1.57	\$ 1.60
FFO Per Share Available to Common Stockholders and Noncontrolling Interests (Diluted)	\$ 3.04	\$ 3.04	\$ 2.88	\$ 3.08	\$ 3.11
Common Dividend as a Percentage of FFO	77%	71%	74%	69%	66%
Interest Expense Coverage <sup>(b)</sup>	3.77x	3.60x	3.28x	3.77x	3.53x
<b>Property Data</b>					
Number of Operating Properties <sup>(c)</sup>	57	57	57	56	56
Total Portfolio Square Feet	9,822,000	9,819,000	9,822,000	9,335,000	9,300,000
Shopping Center Square Feet	7,877,000	7,874,000	7,877,000	7,855,000	7,750,000
Mixed-Use Square Feet	1,945,000	1,945,000	1,945,000	1,480,000	1,550,000
Average Percentage Leased <sup>(d)</sup>	93%	92%	92%	95%	95%

<sup>(a)</sup> Certain reclassifications have been made to prior years to conform to the presentation used for year ended December 31, 2022.

<sup>(b)</sup> Interest expense coverage equals (i) operating income before the sum of interest expense and amortization of deferred debt costs, predevelopment expenses, acquisition related costs, and depreciation and amortization of deferred leasing costs divided by (ii) interest expense.

<sup>(c)</sup> Excludes land and development parcels (Ashland Square Phase II, New Market, and The Waycroft in 2018, and Ashland Square Phase II, New Market, The Waycroft, and Hampden House in 2019, and Ashland Square Phase II, New Market, and Hampden House in 2020, and Ashland Square Phase II, New Market, Hampden House, and Twinbrook Quarter in 2021 and 2022). Hampden House was acquired September 2018.

<sup>(d)</sup> Average percentage leased includes commercial space only.



# MESSAGE

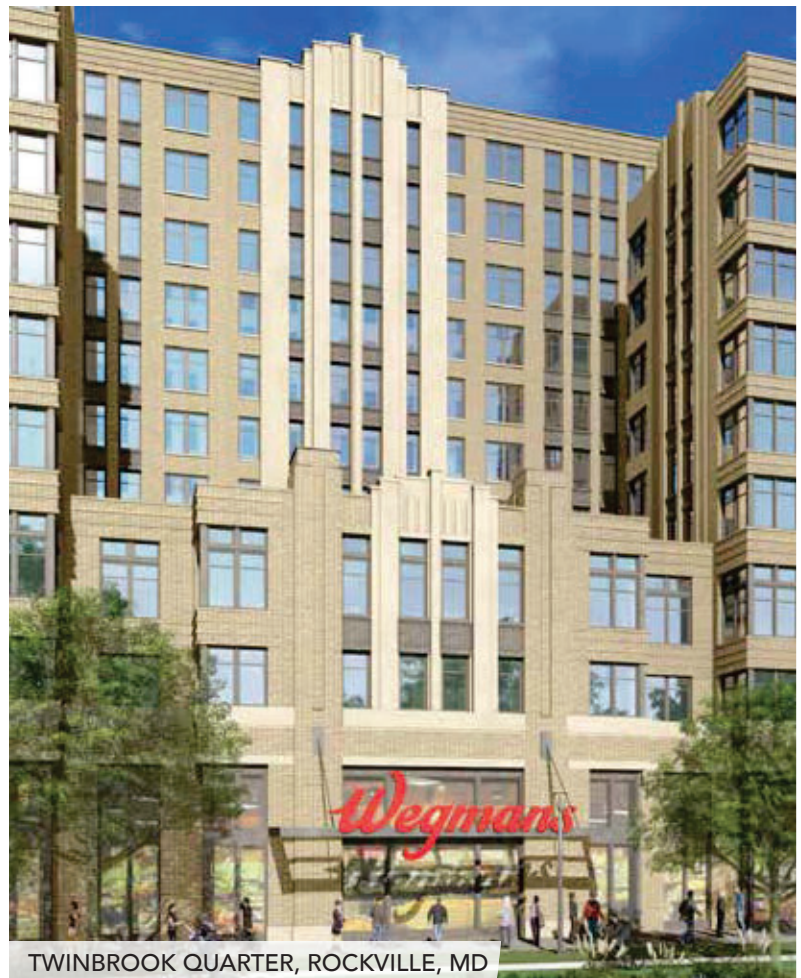
## to our Shareholders

The past year was marked by the strengthening of our real estate portfolio despite the headwinds of increasing interest rates and capital market volatility. We remain committed to delivering value to our shareholders through strategic investments and operational excellence.

We achieved notable success in enhancing the performance of our properties. The leasing percentage of our shopping centers increased 1.3%, to 94.7% as of December 31, 2022, from 93.4% as of December 31, 2021. During the year, our office mixed-use leasing percentage increased slightly, to 82.0% from 81.6%. Our residential properties were 97.2% leased as of December 31, 2022, compared to 97.1% at the end of 2021. As of March 16, 2023, collection of tenant rent owed for 2022 totaled 99%. Same-property revenues increased to \$245.9 million from \$239.2 million, and same-property operating income increased to \$181.3 million from \$177.6 million, or 2.1%. In short, our real estate portfolio continued to improve in 2022.

Our development projects are progressing on schedule. Early in 2023, we poured concrete for the final above-grade residential level at Twinbrook Quarter Phase I in Rockville, Maryland. At Hampden House in Bethesda, Maryland, we have successfully completed excavation and are continuing below-grade construction.

Interest rates increased substantially during 2022 and early 2023, and elevated interest rates are expected to continue to affect earnings in 2023. We are not immune from the increased borrowing cost that is a result of higher interest rates. During the past year, however, we accessed the capital markets and executed several transactions to support a long-term, stable cost of debt and to provide additional liquidity to support our active developments.



TWINBROOK QUARTER, ROCKVILLE, MD



BROADLANDS VILLAGE, ASHBURN, VA



LEESBURG PIKE, BAILEYS CROSSROADS, VA



BROADLANDS VILLAGE, ASHBURN, VA

During 2023, we expect to begin drawing on our \$145.0 million construction-to-permanent loan, which closed in November 2021, and which will finance a portion of the development cost of Twinbrook Quarter Phase I. This 20-year loan includes a 5-year construction period and a 15-year permanent loan, with a fixed interest rate of 3.83% during both the construction and permanent terms.

In February 2022, we closed on a \$133.0 million construction-to-permanent loan which will fund a portion of the development cost of Hampden House. This loan provides us four years to complete construction followed by a 14-year permanent loan, with a fixed interest rate of 3.90% during both the construction and permanent terms. We expect to begin drawing on this loan in early 2024.

We also refinanced the mortgages on four shopping centers in 2022. In August, we closed on a \$25.3 million, 15-year mortgage secured by Village Center and a \$31.5 million, 7-year mortgage secured by Great Falls Center. These mortgages have fixed interest rates of 4.14% and 3.91%, respectively. In September, we refinanced the mortgage loans at Beacon Center and Seven Corners Center with a combined \$143.0 million, 15-year fixed-rate mortgage at 5.05%. The net proceeds after repayments from all four mortgage refinances were used to reduce the outstanding balance of our bank revolving credit facility.

Also in August, we entered into two floating-to-fixed interest rate swaps totaling \$100.0 million. These swaps effectively fix the all-in rate at 4.39% on \$100.0 million of our variable rate debt. One \$50.0 million swap is for five years and matures in 2027, and the other \$50.0 million swap is for eight years and matures in 2030. As a result of these refinance and interest rate swap transactions, approximately 86.8% of our debt was fixed-rate as of December 31, 2022.



## CORE PROPERTY FUNDAMENTALS

### SHOPPING CENTERS

Shopping centers are the core of our real estate portfolio. Online shopping has continued to add convenient shopping options for consumers. The resilience of our shopping centers, however, demonstrates that online ordering complements, but does not supplant, the in-person shopping or dining experience. Further, tight margins in the grocery industry favor in-person shopping over the higher cost of last-mile grocery delivery. Our 50 retail centers, which are primarily grocery-anchored, comprised 74.5% of total property operating income in 2022.





THRUWAY, WINSTON-SALEM, NC

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Our neighborhood shopping center portfolio performance continued to improve in 2022. Our leased percentage improved to 94.7% at the end of 2022 from 93.4% at the end of 2021. Included in our leased area is approximately 226,000 square feet, representing \$4.9 million of additional annualized future base rent. Shopping center same-property operating income increased to \$135.2 million in 2022 from \$133.9 million in 2021, a 0.9% increase. Approximately 1.3 million square feet of expiring leases at an average rental rate of \$21.37 per square foot were renewed or re-leased at an average of \$22.50 per square foot, a 5.3% increase.

As opportunities arise, we replace underperforming tenants and add new retailers with stronger tenant credit that generate increased consumer traffic.

For example, in 2022 we leased 2,800 square feet to Apple Federal Credit Union at Ashbrook Marketplace in Loudoun County, Virginia, 9,200 square feet to Dollar Tree at Leesburg Pike in Fairfax County, Virginia, 19,600 square feet to Grocery Outlet at Southdale in Anne Arundel County, Maryland, and 30,000 square feet to O2 Fitness and 7,600 square feet to Sephora at Thruway in Winston-Salem, North Carolina. In total, we executed 304 new leases, renewed leases, and lease options for 1,274,000 square feet in 2022.

With many of the larger, previously vacant spaces now under lease, in 2023 our retail team is focused on leasing the remaining available small shop spaces in the portfolio. Further, we closely manage tenant buildout timelines, including the challenge of supply chain disruptions, in order to minimize the leased-to-opening period and accelerate commencement of cash flow. We continue to benefit from well-staggered lease expirations within our shopping center portfolio, with only 11.5% of leases, as measured by annual base rent, expiring in 2023.



HAMPDEN HOUSE, BETHESDA, MD



THE WAYCRAFT, ARLINGTON, VA

## OFFICE

Although we have seen a general trend of employees returning to the office for at least part of the work week, the office sector continues to present its own unique set of challenges. All our office mixed-use properties are located in the greater Washington, D.C. area and include Avenel Business Park, Clarendon Center North and South, 601 Pennsylvania Avenue and Washington Square.

Our office mixed-use leasing percentage increased slightly to 82.0% as of December 31, 2022 from 81.6% as of December 31, 2021. Same-property operating income from these properties remained essentially flat at \$24.4 million in 2022, down slightly from \$24.6 million in 2021. These results reflect our office leasing team's success at defending our existing tenant base while winning new tenants where possible. For the year, approximately 87,000 square feet of expiring leases at an average rental rate of \$29.66 per square foot were renewed or re-leased at an average of \$28.04 per square foot, a 5.5% decrease.

We continue to actively work to renew existing tenants and pursue tenants either new to our market or willing to relocate within the market. In addition, we continue to pursue a measured program constructing and leasing speculative suites to tenants requiring less than 5,000 square feet. Only 8.9% of leases at our office mixed-use properties, as measured by annual base rent, will expire in 2023.

## RESIDENTIAL

Our residential properties continued to demonstrate strong performance in 2022. The Waycrafft, our 491-unit apartment house located in Ballston, Virginia, continued to stabilize in 2022, driving growth in our residential portfolio. Including The Waycrafft, Lyon Place in Clarendon, Virginia, and Park Van Ness in Washington, D.C., residential same-property operating income grew to \$18.9 million in 2022 from \$16.5 million in 2021, a 14.5% increase. Our residential properties contributed 10.4% of same-property operating income in 2022, up from 9.3% in 2021. Our residential units were 97.2% leased as of December 31, 2022.

We look forward to the additions of Twinbrook Quarter Phase I and Hampden House to our residential portfolio in 2024 and 2025, respectively. Our residential investment continues to provide an important source of growth and diversification of income for our shareholders.

## DEVELOPMENT HIGHLIGHTS

During the year, we continued our construction of Twinbrook Quarter Phase I and Hampden House. Twinbrook Quarter Phase I is the first phase of our 18-acre development in Rockville, Maryland, located proximate to the Twinbrook



Metrorail Station on the Red Line. To finance a portion of the development costs of Twinbrook Quarter Phase I, we closed on a \$145.0 million construction-to-permanent loan in 2021. Phase I will include 450 apartments, an 80,000 square foot Wegmans, and 25,000 square feet of small shop retail. We also have entitlements to build a 230,000 square foot office tower as part of Phase I in the future. Phase I is an important component to the success of our long-term plans at Twinbrook Quarter and includes the creation of Festival Street to the north of the block, and the extension of Chapman Avenue to the east of the block. Delivery of Phase I is scheduled to occur in 2024.

We began construction at Hampden House during the year. Located in downtown Bethesda, Maryland, Hampden House will include 366 apartments and 10,100 square feet of ground floor retail. The development is located adjacent to the Metrorail Red Line and the new Purple Line, which is under construction. To finance a portion of the development costs of Hampden House, we closed on a \$133.0 million construction-to-permanent loan in the first quarter of 2022. Excavation is complete and below-grade construction is ongoing. Delivery of Hampden House is scheduled to occur in 2025.

Our existing land holdings at Twinbrook Quarter in Rockville and White Flint in North Bethesda, Maryland provide potential future opportunities for new ground-up development. We also continue to drive organic growth at our neighborhood shopping centers through the addition of pad development sites, where appropriate. Looking ahead, we currently have seven future pad sites either under lease or in various stages of negotiation.

## FINANCIAL RESULTS

Total revenue for the year ended December 31, 2022 increased 2.8% to \$245.9 million from \$239.2 million for the year ended December 31, 2021. During the same period, net income increased 6.1% to \$65.4 million from \$61.6 million. Year over year, total portfolio same-property revenue increased 2.8% and total same-property operating income increased 2.1%. Shopping center same-property operating income increased 0.9% and mixed-use same-property operating income increased 5.7%.







ASHBROOK MARKETPLACE, ASHBURN, VA



ASHBROOK MARKETPLACE, ASHBURN, VA

Funds From Operations available to common stockholders and noncontrolling interests totaled \$103.2 million (\$3.04 per diluted share) in 2022 compared to \$100.7 million (\$3.04 per diluted share) in 2021.

We maintain a disciplined approach to our liquidity, debt maturities, and leverage relative to the value of our assets. As of December 31, 2022, liquidity included \$225.4 million in combined cash and available borrowing capacity under our bank revolving credit facility, compared to \$234.4 million as of December 31, 2021. We renewed our \$525 million bank credit facility in August 2021. The \$425 million revolving line within the facility has an initial maturity of August 2025. We ended 2022 with approximately \$1.2 billion of total debt outstanding, \$1.07 billion of which was fixed-rate debt and the remaining \$164.0 million was variable-rate debt. The weighted average maturity of our well-laddered debt is 8.0 years as of December 31, 2022.

Only \$9.2 million of debt matures in 2023. We believe that the combination of our credit facility, proceeds from our \$145.0 million and \$133.0 million construction-to-permanent loans, proceeds from refinancing existing loans, proceeds from our dividend reinvestment plan, and our operating cash flow will provide adequate liquidity to finance our development pipeline over the coming years.

## CONCLUSION

In summary, our real estate portfolio continued to strengthen in 2022, characterized by improvement and resilience despite a tightening economic environment. The increase in interest rates and capital market volatility presented challenges that required us to remain agile and adapt to changing market conditions. In response, we executed several transactions to support a long-term, stable cost of debt. We also made progress on our developments, with Twinbrook Quarter Phase I and Hampden House continuing on schedule. We remain well positioned for continued long-term growth and committed to delivering value to our shareholders.

For the Board,

B. Francis Saul II  
March 30, 2023

## PORTFOLIO PROPERTIES

Saul Centers' portfolio properties are located in Virginia, Maryland, Washington, DC, North Carolina, Delaware, Florida, Georgia, New Jersey and Oklahoma. Properties in the metropolitan Washington, DC/ Baltimore area represent over 82% of the portfolio's gross leasable area.



PROPERTY/LOCATION	GROSS LEASABLE SQUARE FEET	PROPERTY/LOCATION	GROSS LEASABLE SQUARE FEET
<b>Shopping Centers</b>		<b>Shopping Centers continued</b>	
Ashbrook Marketplace, Ashburn, VA	85,819	11503 Rockville Pike/5541 Nicholson Lane, Rockville, MD	40,249
Ashburn Village, Ashburn, VA	221,596	1500/1580/1582 Rockville Pike, Rockville, MD	105,428
Ashland Square Phase I, Dumfries, VA	23,120	Seabreeze Plaza, Palm Harbor, FL	146,673
Beacon Center, Alexandria, VA	359,671	Marketplace at Sea Colony, Bethany Beach, DE	21,677
BJ's Wholesale Club, Alexandria, VA	115,660	Seven Corners, Falls Church, VA	573,481
Boca Valley Plaza, Boca Raton, FL	121,365	Severna Park Marketplace, Severna Park, MD	254,011
Boulevard, Fairfax, VA	49,140	Shops at Fairfax, Fairfax, VA	68,762
Briggs Chaney MarketPlace, Silver Spring, MD	194,258	Smallwood Village Center, Waldorf, MD	173,341
Broadlands Village, Ashburn, VA	174,438	Southdale, Glen Burnie, MD	485,628
Burtonsville Town Square, Burtonsville, MD	139,928	Southside Plaza, Richmond, VA	371,761
Countryside Marketplace, Sterling, VA	138,804	South Dekalb Plaza, Atlanta, GA	163,418
Cranberry Square, Westminster, MD	141,450	Thruway, Winston-Salem, NC	365,816
Cruse Marketplace, Cumming, GA	78,686	Village Center, Centreville, VA	145,651
Flagship Center, Rockville, MD	21,500	Westview Village, Frederick, MD	103,186
French Market, Oklahoma City, OK	246,148	White Oak, Silver Spring, MD	480,676
Germantown, Germantown, MD	18,982		
The Glen, Woodbridge, VA	136,440	<b>TOTAL SHOPPING CENTERS</b>	<b>7,877,330</b>
Great Falls Center, Great Falls, VA	91,666		
Hampshire Langley, Takoma Park, MD	131,700	<b>Mixed-Use Properties</b>	
Hunt Club Corners, Apopka, FL	107,103	Avenel Business Park, Gaithersburg, MD	390,683
Jamestown Place, Altamonte Springs, FL	96,201	Clarendon Center – North, Arlington, VA	108,386
Kentlands Square I, Gaithersburg, MD	119,694	Clarendon Center – South, Arlington, VA	293,565
Kentlands Square II and Kentlands Pad, Gaithersburg, MD	253,052	(includes 244 apartments comprising 188,671 square feet)	
Kentlands Place, Gaithersburg, MD	40,697	Park Van Ness, Washington, DC	223,447
Lansdowne Town Center, Leesburg, VA	196,817	(includes 271 apartments comprising 214,600 square feet)	
Leesburg Pike Plaza, Baileys Crossroads, VA	97,752	601 Pennsylvania Ave., Washington, DC	227,651
Lumberton Plaza, Lumberton, NJ	192,718	Washington Square, Alexandria, VA	236,376
Metro Pike Center, Rockville, MD	67,488	The Waycroft, Arlington, VA	464,757
Shops at Monocacy, Frederick, MD	111,166	(includes 491 apartments comprising 404,709 square feet)	
Northrock, Warrenton, VA	100,032	<b>TOTAL MIXED-USE PROPERTIES</b>	<b>1,944,865</b>
Olde Forte Village, Ft. Washington, MD	143,577		
Olney, Olney, MD	53,765	<b>Land and Development Parcels</b>	
Orchard Park, Dunwoody, GA	87,365	Twinbrook Quarter, Rockville, MD	
Palm Springs Center, Altamonte Springs, FL	126,446	Hampden House, Bethesda, MD	
Ravenwood, Baltimore, MD	93,328	Ashland Square Phase II, Manassas, VA	
		New Market, New Market, MD	
		<b>TOTAL PORTFOLIO</b>	<b>9,822,195</b>



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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 10-K**

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(Mark One)

- ☒ **ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2022

- ☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File number 1-12254

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**SAUL CENTERS, INC.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**52-1833074**  
(I.R.S. Employer  
Identification No.)

**7501 Wisconsin Avenue, Suite 1500E, Bethesda, Maryland 20814-6522**

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (301) 986-6200**

Securities registered pursuant to Section 12(b) of the Act:

<i>Title of each class</i>	<i>Trading symbol:</i>	<i>Name of each exchange on which registered</i>
Common Stock, Par Value \$0.01 Per Share	BFS	New York Stock Exchange
Depository Shares each representing 1/100th of a share of 6.125% Series D Cumulative Redeemable Preferred Stock, Par Value \$0.01 Per Share	BFS/PRD	New York Stock Exchange
Depository Shares each representing 1/100th of a share of 6.000% Series E Cumulative Redeemable Preferred Stock, Par Value \$0.01 Per Share	BFS/PRE	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: N/A

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒.

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒.

The number of shares of Common Stock, \$0.01 par value, issued and outstanding as of February 23, 2023 was 23,913,630.

At June 30, 2022, the aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was \$619.1 million based upon the closing price of the registrant’s Common Stock on the New York Stock Exchange on June 30, 2022, the last business day of the registrant's most recently completed second fiscal quarter. The determination of affiliate status is solely for the purposes of this report and shall not be construed as an admission for the purposes of determining affiliate status.

#### DOCUMENTS INCORPORATED BY REFERENCE:

Registrant incorporates by reference into Part III (Items 10, 11, 12, 13 and 14) of this Annual Report on Form 10-K portions of registrant’s definitive Proxy Statement for the 2023 Annual Meeting of Stockholders to be filed with the Securities Exchange Commission pursuant to Regulation 14A. The definitive Proxy Statement will be filed with the Commission not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

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## PART I

### **Cautionary Statement Regarding Forward-Looking Statements**

*Certain statements contained herein constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not guarantees of performance. Our future results, financial condition and business may differ materially from those expressed in these forward-looking statements. You can find many of these statements by looking for words such as “plans,” “intends,” “estimates,” “anticipates,” “expects,” “believes” or similar expressions in this Form 10-K. Although management believes that the expectations reflected in such forward-looking statements are based upon present expectations and reasonable assumptions, our actual results could differ materially from those set forth in the forward-looking statements. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time, unless required by law. Certain factors that could cause actual results or events to differ materially from those we anticipate are described in “Item 1A. Risk Factors” of this Annual Report on Form 10-K. The following are some of the risks and uncertainties, although not all risks and uncertainties, that could cause our actual results to differ materially from those presented in our forward-looking statements:*

- challenging domestic and global credit markets and their effect on discretionary spending;*
- the ability of our tenants to pay rent;*
- our reliance on shopping center “anchor” tenants and other significant tenants;*
- our substantial relationships with members of the Saul Organization;*
- risks of financing, such as increases in interest rates, restrictions imposed by our debt, our ability to meet existing financial covenants and our ability to consummate planned and additional financings on acceptable terms;*
- our development activities;*
- our access to additional capital;*
- our ability to successfully complete additional acquisitions or redevelopments, or if they are consummated, whether such acquisitions or developments perform as expected;*
- risks relating to cybersecurity, including disruption to our business and operations and exposure to liabilities from tenants, employees, capital providers, and other third parties;*
- risks generally incident to the ownership of real property, including adverse changes in economic conditions, changes in the investment climate for real estate, changes in real estate taxes and other operating expenses, adverse changes in governmental rules and fiscal policies, the relative illiquidity of real estate and environmental risks; and*
- risks related to our status as a REIT for federal income tax purposes, such as the existence of complex regulations relating to our status as a REIT, the effect of future changes to REIT requirements as a result of new legislation and the adverse consequences of the failure to qualify as a REIT.*

*In addition, we describe risks and uncertainties that could cause actual results and events to differ materially in “Risk Factors” (Part I, Item 1A of this Annual Report on Form 10-K), “Quantitative and Qualitative Disclosures about Market Risk” (Part II, Item 7A), and “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” (Part II, Item 7).*



## **Item 1. Business**

### General

Saul Centers, Inc. (“Saul Centers”) was incorporated under the Maryland General Corporation Law on June 10, 1993. Saul Centers operates as a real estate investment trust (a “REIT”) under the Internal Revenue Code of 1986, as amended (the “Code”). The Company is required to annually distribute at least 90% of its REIT taxable income (excluding net capital gains) to its stockholders and meet certain organizational and other requirements. Saul Centers has made and intends to continue to make regular quarterly distributions to its stockholders. Saul Centers, together with its wholly owned subsidiaries and the limited partnerships of which Saul Centers or one of its subsidiaries is the sole general partner, are referred to collectively as the “Company.” B. Francis Saul II serves as Chairman of the Board of Directors and Chief Executive Officer of Saul Centers.

The Company’s primary strategy is to continue to focus on diversification of its assets through development of transit-centric, residential mixed-use projects in the Washington, D.C. metropolitan area. The Company’s operating strategy also includes improvement of the operating performance and internal growth of its Shopping Centers and will supplement its development of residential mixed-used projects with selective redevelopment and renovations of its core Shopping Centers.

Saul Centers was formed to continue and expand the shopping center business previously owned and conducted by the B. F. Saul Real Estate Investment Trust (the “Saul Trust”), the B. F. Saul Company and certain other affiliated entities, each of which is controlled by B. Francis Saul II and his family members (collectively, the “Saul Organization”). On August 26, 1993, members of the Saul Organization transferred to Saul Holdings Limited Partnership, a newly formed Maryland limited partnership (the “Operating Partnership”), and two newly formed subsidiary limited partnerships (the “Subsidiary Partnerships,” and collectively with the Operating Partnership, the “Partnerships”), shopping center and mixed-use properties, and the management functions related to the transferred properties. Since its formation, the Company has developed and purchased additional properties. The Company conducts its business through the Operating Partnership and/or directly or indirectly owned subsidiaries.

As of December 31, 2022, the Company’s properties (the “Current Portfolio Properties”) consisted of 50 shopping center properties (the “Shopping Centers”), seven mixed-use properties, which are comprised of office, retail and multi-family residential uses (the “Mixed-Use Properties”) and four (non-operating) development properties.

### Management of the Current Portfolio Properties

The Operating Partnership manages the Current Portfolio Properties and will manage any subsequently acquired or developed properties. The management of the properties includes performing property management, leasing, design, renovation, development and accounting duties for each property. The Operating Partnership provides each property with a fully integrated property management capability, with approximately 70 full-time equivalent employees at its headquarters office and 59 full-time employees and nine part-time employees at its properties and with an extensive and mature network of relationships with tenants and potential tenants as well as with members of the brokerage and property owners’ communities. The Company currently does not, and does not intend to, retain third party managers or provide management services to third parties.

The Company augments its property management capabilities by sharing with the Saul Organization certain ancillary functions, at cost, such as information technology and payroll services, benefits administration and in-house legal services. The Company also shares insurance administration expenses on a pro rata basis with the Saul Organization. Management believes that these arrangements result in lower costs than could be obtained by contracting with third parties. These arrangements permit the Company to capture greater economies of scale in purchasing from third party vendors than would otherwise be available to the Company alone and to capture internal economies of scale by avoiding payments representing profits with respect to functions provided internally. The terms of all sharing arrangements with the Saul Organization, including payments related thereto, are specified in a written agreement and are reviewed annually by the Audit Committee of the Company’s Board of Directors.

The Company subleases its corporate headquarters space from the Saul Organization at the Company's share of the cost. A discussion of the lease terms is provided in Note 7, Long Term Lease Obligations, of the Notes to Consolidated Financial Statements.

### Principal Offices

The principal offices of the Company are located at 7501 Wisconsin Avenue, Suite 1500E, Bethesda, Maryland 20814-6522, and the Company's telephone number is (301) 986-6200. The Company's internet web address is [www.saulcenters.com](http://www.saulcenters.com). Information contained on the Company's website is not part of this report. The Company makes available free of charge on its website its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after the reports are electronically filed with, or furnished to, the Securities and Exchange Commission ("SEC"). We intend to comply with the requirements of Item 5.05 of Form 8-K regarding amendments to and waivers under the code of business conduct and ethics applicable to our Chief Executive Officer, Principal Financial Officer and Principal Accounting Officer by providing such information on our website within four days after effecting any amendment to, or granting any waiver under, that code, and we will maintain such information on our website for at least twelve months. Alternatively, you may access these reports at the SEC's website: [www.sec.gov](http://www.sec.gov).

### Policies with Respect to Certain Activities

The following is a discussion of the Company's operating strategy and certain of its investment, financing and other policies. These strategies and policies have been determined by the Board of Directors and, in general, may be amended or revised from time to time by the Board of Directors without a vote of the Company's stockholders.

### Operating Strategy

The Company's primary strategy is to continue to focus on diversification of its assets through development of transit-centric, residential mixed-use projects in the Washington, D.C. metropolitan area. The Company's operating strategy also includes improvement of the operating performance of its assets, internal growth of its Shopping Centers through the addition of pad sites and supplementing its development pipeline with selective redevelopment and renovations of its core Shopping Centers. Community and neighborhood shopping centers typically provide reliable cash flow and steady long-term growth potential. Management actively manages its property portfolio by engaging in strategic leasing activities, tenant selection, lease negotiation and shopping center expansion and reconfiguration. The Company seeks to optimize its retail tenant mix by selecting tenants for its Shopping Centers and Mixed-Use Properties that provide a broad spectrum of goods and services, consistent with the role of community and neighborhood shopping centers as the source for day-to-day necessities. Management believes that such a synergistic tenanting approach results in increased cash flow from existing tenants by providing the Shopping Centers with consistent traffic and a desirable mix of shoppers, resulting in increased sales and, therefore, increased cash flows.

Management believes there is potential for long term growth in cash flow as existing leases for space in the Shopping Centers and Mixed-Use Properties expire and are renewed, or newly available or vacant space is leased. The Company intends to renegotiate leases where possible and seek new tenants for available space in order to optimize the mix of uses to improve foot traffic through the Shopping Centers. As leases expire, management expects to revise rental rates, lease terms and conditions, relocate existing tenants, reconfigure tenant spaces and introduce new tenants with the goals of increasing occupancy, improving overall retail sales, and ultimately increasing cash flow as economic conditions improve. In those circumstances in which leases are not otherwise expiring, management selectively attempts to increase cash flow through a variety of means, or in connection with renovations or relocations, recapturing leases with below market rents and re-leasing at market rates, as well as replacing financially troubled tenants. When possible, management also will seek to include scheduled increases in base rent, as well as percentage rental provisions, in its leases.



It is management's intention to hold properties for long-term investment and to place strong emphasis on regular maintenance, periodic renovation and capital improvement. Management believes that characteristics such as cleanliness, lighting and security are particularly important in community and neighborhood shopping centers, which are frequently visited by shoppers during hours outside of the normal work-day. Management believes that the Shopping Centers and Mixed-Use Properties generally are attractive and well maintained. The Shopping Centers and Mixed-Use Properties will undergo expansion, renovation, reconfiguration and modernization from time to time when management believes that such action is warranted by opportunities or changes in the competitive environment of a property. The Company will continue its practice of expanding existing properties by undertaking new construction on outparcels suitable for development as free standing retail or office facilities.

#### Investment in Real Estate

The Company has a pipeline of entitled sites in its portfolio, some of which are currently shopping center operating properties, for development of up to 3,700 apartment units and 975,000 square feet of retail and office space. All such sites are located proximate to Washington Metropolitan Area Transit Authority ("WMATA") red line Metro stations in Montgomery County, Maryland.

The Company intends to selectively add free-standing pad site buildings within its Shopping Center portfolio, and replace underperforming tenants with tenants that generate strong traffic, including anchor stores such as supermarkets and drug stores. The Company has executed leases or leases are under negotiation for seven more pad sites.

In recent years, there has been a limited amount of quality properties for sale and pricing of those properties has escalated. Accordingly, management believes acquisition opportunities for investment in existing and new shopping center and mixed-use properties in the near future is uncertain. Nevertheless, because of the Company's conservative capital structure, including its cash and capacity under its senior unsecured credit facility (the "Credit Facility"), management believes that the Company is positioned to take advantage of additional investment opportunities as attractive properties are identified and market conditions improve. (See "Item 1. Business - Capital Policies".) It is management's view that several of the sub-markets in which the Company operates have, or are expected to have in the future, attractive supply/demand characteristics. The Company will continue to evaluate acquisition, development and redevelopment as integral parts of its overall business plan.

In evaluating a particular redevelopment, renovation, acquisition, or development, management will consider a variety of factors, including: (i) the location, size and accessibility of the property, with an emphasis on the Washington, D.C./Baltimore metropolitan area; (ii) the demographic characteristics of the community, as well as the local real estate market, including potential for growth and potential regulatory impediments to development; (iii) the purchase price; (iv) the non-financial terms of the transaction; (v) the "fit" of the property with the Company's existing portfolio; (vi) the potential for, and current extent of, any environmental problems; (vii) the current and historical occupancy rates of the property or any comparable or competing properties in the same market; (viii) the quality of construction and design and the current physical condition of the property; (ix) the financial and other characteristics of existing tenants and the terms of existing leases; and (x) the potential for capital appreciation.

Although it is management's present intention to concentrate future acquisition and development activities on transit-centric, primarily residential mixed-use properties in the Washington, D.C./Baltimore metropolitan area, the Company may, in the future, also acquire other types of real estate in other areas of the country as opportunities present themselves. The Company plans to continue to diversify in terms of property types, locations, size and market, and it does not set any limit on the amount or percentage of assets that may be invested in any one property or any one geographic area.

The Company intends to engage in such future investment and development activities in a manner that enables the Company to qualify and maintain its status as a REIT for federal income tax purposes and that will not cause the Company to be regulated as an investment company under the Investment Company Act of 1940, as amended. Equity investments in acquired properties may be subject to existing mortgage financings and other indebtedness or to new indebtedness which may be incurred in connection with acquiring or refinancing these investments.

### Investments in Real Estate Mortgages

While the Company's current portfolio and business objectives emphasize equity investments in transit-centric, residential mixed-use properties, neighborhood shopping centers, and other mixed-use properties, the Company may, at the discretion of the Board of Directors, invest in mortgages, participating or convertible mortgages, deeds of trust and other types of real estate interests consistent with its qualification as a REIT. The Company does not presently invest, nor does it intend to invest, in real estate mortgages.

### Investments in Securities of or Interests in Persons Engaged in Real Estate Activities and Other Issues

Subject to the requirements to maintain REIT qualification, the Company may invest in securities of other REITs, other entities engaged in real estate activities or securities of other issuers, including for the purpose of exercising control over such entities. The Company does not presently invest, nor does it intend to invest, in any securities of other REITs.

### Dispositions

The Company may elect to dispose of properties if, based upon management's periodic review of the Company's portfolio, the Board of Directors determines that such action would be in the best interest of the Company's stockholders.

### Capital Policies

The Company has established a debt capitalization policy relative to asset value, which is computed by reference to the aggregate annualized cash flow from the properties in the Company's portfolio rather than relative to book value. The Company has used a measure tied to cash flow because it believes that the book value of its portfolio properties, which is the depreciated historical cost of the properties, does not accurately reflect the Company's ability to incur indebtedness. Asset value, however, is somewhat more variable than book value, and may not at all times reflect the fair market value of the underlying properties. As a general policy, the Company intends to maintain a ratio of its total debt to total asset value of 50% or less and to actively manage the Company's leverage and debt expense on an ongoing basis in order to maintain prudent coverage of fixed charges. Given the Company's current debt level, it is management's belief that the ratio of the Company's debt to total asset value is below 50% as of December 31, 2022.

The organizational documents of the Company do not limit the absolute amount or percentage of indebtedness that it may incur. The Board of Directors may, from time to time, reevaluate the Company's debt capitalization policy in light of current economic conditions, relative costs of capital, market values of the Company property portfolio, opportunities for acquisition, development or expansion, and such other factors as the Board of Directors then deems relevant. The Board of Directors may modify the Company's debt capitalization policy based on such a reevaluation, without shareholder approval, and may increase or decrease the Company's debt to total asset ratio above or below 50% or may waive the policy for certain periods of time, subject to maintaining compliance with financial covenants contained within existing debt agreements. The Company selectively refinances or renegotiates the terms of its outstanding debt in order to extend maturities and obtain generally more favorable loan terms, whenever management determines the financing environment is favorable.

The Company intends to finance future acquisitions and developments and to make debt repayments by utilizing the sources of capital then deemed to be most advantageous. Such sources may include undistributed operating cash flow, secured or unsecured bank and institutional borrowings, proceeds from the Company's Dividend Reinvestment and Stock Purchase Plan, proceeds from the sale of properties and private and public offerings of debt or equity securities. Borrowings may be at the Operating Partnership or Subsidiary Partnerships level and securities offerings may include (subject to certain limitations) the issuance of Operating Partnership interests convertible into common stock or other equity securities.



## Other Policies

The Company has the authority to offer equity or debt securities in exchange for property and to repurchase or otherwise acquire its common stock or other securities in the open market or otherwise, and may engage in such activities in the future. The Company expects, but is not obligated, to issue common stock to holders of units of the Operating Partnership upon exercise of their redemption rights. The Company has not engaged in trading, underwriting or agency distribution or sale of securities of other issuers other than the Operating Partnership and does not intend to do so. The Company has not made any loans to third parties, although the Company may in the future make loans to third parties. In addition, the Company has policies relating to related party transactions discussed in “Item 1A. Risk Factors.”

## Competition

As an owner of, or investor in, transit-centric residential mixed-use properties, community and neighborhood shopping centers, and other mixed-use properties, the Company is subject to competition from an indeterminate number of entities in connection with the acquisition, development, ownership and leasing of similar properties. These entities include investors with access to significant capital, such as domestic and foreign corporations and financial institutions, publicly traded and privately held REITs, private institutional investment funds, investment banking firms, life insurance companies and pension funds.

Competition may reduce the number of properties available for acquisition or development or increase the price for raw land or developed properties of the type in which the Company invests. The Company faces competition in providing leases to prospective tenants and in re-letting space to current tenants upon expiration of their respective leases. If tenants decide not to renew or extend their leases upon expiration, the Company may not be able to re-let the space. Even if the tenants do renew or the Company can re-let the space, the terms of renewal or re-letting, including the cost of required renovations, may be less favorable than current lease terms or than expectations for the space. This risk may be magnified if the properties owned by our competitors have lower occupancy rates than the Company’s properties. As a result, these competitors may be willing to make space available at lower prices than the space in the Current Portfolio Properties.

Management believes that success in the competition for ownership and leasing property is dependent in part upon the geographic location of the property, the tenant mix, the performance of property managers, the amount of new construction in the area and the maintenance and appearance of the property. Additional competitive factors impacting the Company’s properties include the ease of access to the properties, the adequacy of related facilities such as parking, and the demographic characteristics in the markets in which the properties compete. Overall economic circumstances and trends and new properties in the vicinity of each of the Current Portfolio Properties are also competitive factors.

Finally, retailers at our Shopping Centers face increasing competition from outlet stores, online retailers, discount shopping clubs and other forms of marketing goods, such as direct mail, internet marketing and telemarketing. This competition may reduce percentage rents payable to us and may contribute to lease defaults or insolvency of tenants.

## Human Capital

As of December 31, 2022, the Company had approximately 70 full-time equivalent corporate employees and 59 full-time employees and nine part-time employees at its properties. None of our employees are represented by a collective bargaining unit.

The Company is committed to equal employment opportunities and does not discriminate against any person based on race, color, religion, gender, national origin, age, disability, sexual orientation or gender preference. Employee compensation is competitive, and the Company provides insurance benefits, retirement savings plans, paid time off and childcare benefits for all of its full-time employees. The Company encourages employee wellness in every aspect of life, including physical fitness, mental well-being and social connectedness. We annually hold several in-house training programs that focus on communication, self-awareness, delegation, feedback, accountability, team dynamics and other skills that provide our employees with personal growth opportunities.

We support the continuing education of our employees through (a) reimbursement of the cost of seeking undergraduate and graduate degrees at colleges and universities and (b) reimbursement of costs related to seminars, conferences and workshops. We previously launched a program that we call LEAD that enhances our other training and education programs by providing our talented employees with the tools necessary to effectively lead and manage. We manage an internship program to support the development of future real estate professionals.

#### Government Regulation Affecting Our Properties

The Current Portfolio Properties are subject to various laws and regulations relating to environmental and pollution controls. The impact upon the Company from the application of such laws and regulations either prospectively or retrospectively is not expected to have a materially adverse effect on the Company's property operations. As a matter of policy, the Company requires an environmental study be performed with respect to a property that may be subject to possible environmental hazards prior to its acquisition to ascertain that there are no material environmental hazards associated with such property.

See "Item 1A. Risk Factors — Risk Factors Related to our REIT Status and Other Laws and Regulations" for further discussion of potential material effects of our compliance with government regulations, including environmental regulations and the rules governing REITS.

#### Recent Developments

The Company is developing Twinbrook Quarter Phase I ("Phase I") located in Rockville, Maryland. Phase I includes an 80,000 square foot Wegmans, approximately 25,000 square feet of small shop space, 450 apartments and a 230,000 square foot office building. The office tower portion of Phase I is not being constructed at this time. In connection with the development of the residential and retail portions of Phase I, we must also invest in infrastructure and other items that will support both Phase I and other portions of the development of Twinbrook Quarter. The total cost of the project is expected to be approximately \$331.5 million, of which \$271.4 million is related to the development of the residential and retail portions of Phase I and \$60.1 million is related to infrastructure and other items. A portion of the project will be financed by a \$145.0 million construction-to-permanent loan. Construction of the structure is ongoing. Concrete is being poured at the 12th level above ground, which is the final above ground level of the residential and retail portions of Phase I. Initial delivery of Phase I is anticipated in late 2024. The development potential of all phases of the entire 18.4 acre Twinbrook Quarter site totals 1,865 residential units, 473,000 square feet of retail space, and 431,000 square feet of office space.

The Company is developing Hampden House, a project located in downtown Bethesda, Maryland that will include up to 366 apartment units and 10,100 square feet of retail space. The total cost of the project is expected to be approximately \$246.4 million, a portion of which will be financed by a \$133.0 million construction-to-permanent loan. Excavation is complete and below grade construction of foundation systems is in progress. Construction is expected to be completed during 2025.



## Item 1A. Risk Factors

### RISK FACTORS

*Carefully consider the following risks and all of the other information set forth in this Annual Report on Form 10-K, including the consolidated financial statements and the notes thereto. If any of the events or developments described below were actually to occur, the Company's business, financial condition or results of operations could be adversely affected.*

*In this section, unless the context indicates otherwise, the terms "Company," "we," "us" and "our" refer to Saul Centers, Inc., and its subsidiaries, including the Operating Partnership.*

#### **Risk Factors Related to our Real Estate Investments and Operations**

##### ***Revenue from our properties may be reduced or limited if the retail operations of our tenants are not successful.***

Adverse changes in consumer spending or consumer preferences for particular goods, services or store based retailing could severely impact our tenants' ability to pay rent. Revenue from our properties depends primarily on the ability of our tenants to pay the full amount of rent due under their leases on a timely basis. The amount of rent we receive from our tenants generally will depend in part on the success of our tenants' retail operations, making us vulnerable to general economic downturns and other conditions affecting the retail industry. Some tenants may terminate their occupancy due to an inability to operate profitably for an extended period of time, impacting the Company's ability to maintain occupancy levels.

Any reduction in our tenants' ability to pay base rent or percentage rent may adversely affect our financial condition and results of operations. Small business tenants and anchor retailers which lease space in the Company's properties may experience a deterioration in their sales or other revenue, or experience a constraint on the availability of credit necessary to fund operations, which in turn may adversely impact those tenants' ability to pay contractual base rents and operating expense recoveries. Some of our leases provide for the payment, in addition to base rent, of additional rent above the base amount according to a specified percentage of the gross sales generated by the tenants. Decreasing sales revenue by retail tenants could adversely impact the Company's receipt of percentage rents required to be paid by tenants under certain leases.

##### ***We may be unable to collect balances due from tenants that file for bankruptcy protection.***

If a tenant or lease guarantor files for bankruptcy, we may not be able to collect all pre-petition amounts owed by that party. In addition, a tenant that files for bankruptcy protection may terminate our lease in which event we would have a general unsecured claim that would likely be for less than the full amount owed to us for the remainder of the lease term, which could adversely affect our financial condition and results of operations.

##### ***Our ability to increase our net income depends on the success and continued presence of our shopping center "anchor" tenants and other significant tenants.***

Our net income could be adversely affected in the event of a downturn in the business, or the bankruptcy or insolvency, of any anchor store or anchor tenant. Our largest shopping center anchor tenant is Giant Food, which accounted for 5.1% of our total revenue for the year ended December 31, 2022. The closing of one or more anchor stores prior to the expiration of the lease of that store or the termination of a lease by one or more of a property's anchor tenants could adversely affect that property and result in lease terminations by, or reductions in rent from, other tenants whose leases may permit termination or rent reduction in those circumstances or whose own operations may suffer as a result. This could reduce our net income.

##### ***We may experience difficulty or delay in renewing leases or leasing vacant space.***

We derive most of our revenue directly or indirectly from rent received from our tenants. We are subject to the risks that, upon expiration, leases for space in our properties may not be renewed, the space and other vacant space may not be re-leased, or the terms of renewal or re-lease, including the cost of required renovations or concessions to tenants, may be less favorable than previous lease terms. Constraints on the availability of credit to office and retail tenants, necessary to purchase and install improvements, fixtures and equipment, and fund start-up business expenses, could impact the Company's ability to procure new tenants for spaces currently vacant in existing operating properties or properties under development. As a result, our results of operations and our net income could be reduced.

***Our development activities are inherently risky.***

The ground-up development of improvements on real property, which is different from the renovation and redevelopment of existing improvements, presents substantial risks. In addition to the risks associated with real estate investment in general as described elsewhere, the risks associated with our remaining development activities include:

- significant time lag between commencement and completion subjects us to greater risks due to fluctuation in the general economy;
- failure or inability to obtain construction or permanent financing on favorable terms;
- expenditure of money and time on projects that may never be completed;
- inability to achieve projected rental rates or anticipated pace of lease-up;
- higher-than-estimated construction costs, including inflation of labor and material costs; and
- possible delay in completion of the project because of a number of factors, including weather, labor disruptions, supply-chain related delays, construction delays or delays in receipt of zoning or other regulatory approvals, or acts of God (such as fires, earthquakes or floods).

***Developments, redevelopments and acquisitions may fail to perform as expected.***

Our investment strategy includes the redevelopment and acquisition of community and neighborhood shopping centers that are anchored by supermarkets, drugstores or high volume, value-oriented retailers that provide consumer necessities. The redevelopment and acquisition of properties entails risks that include the following, any of which could adversely affect our results of operations and our ability to meet our obligations:

- our estimate of the costs to improve, reposition or redevelop a property may prove to be too low, and, as a result, the property may fail to achieve the returns we have projected, either temporarily or for a longer time;
- we may not be able to identify suitable properties to acquire or may be unable to complete the acquisition of the properties we identify;
- we may not be able to integrate new developments or acquisitions into our existing operations successfully;
- properties we redevelop or acquire may fail to achieve the occupancy or rental rates we project at the time we make the decision to invest, which may result in the properties' failure to achieve the returns we projected;
- our pre-acquisition evaluation of the physical condition of each new investment may not detect certain defects or identify necessary repairs until after the property is acquired, which could significantly increase our total acquisition costs; and
- our investigation of a property or building prior to our acquisition, and any representations we may receive from the seller, may fail to reveal various liabilities, which could reduce the cash flow from the property or increase our acquisition cost.

***Our performance and value are subject to general risks associated with the real estate industry.***

Our economic performance and the value of our real estate assets, and, consequently, the value of our investments, are subject to the risk that if our properties do not generate revenue sufficient to meet our operating expenses, including debt service and capital expenditures, our cash flow and ability to pay distributions to our stockholders will be adversely affected. As a real estate company, we are susceptible to the following real estate industry risks:

- economic downturns in the areas where our properties are located;
- adverse changes in local real estate market conditions, such as oversupply or reduction in demand;
- changes in tenant preferences that reduce the attractiveness of our properties to tenants;
- zoning or regulatory restrictions;
- decreases in market rental rates;
- weather conditions that may increase energy costs and other operating expenses;
- costs associated with the need to periodically repair, renovate and re-lease space; and
- increases in the cost of adequate maintenance, insurance and other operating costs, including real estate taxes, associated with one or more properties, which may occur even when circumstances such as market factors and competition cause a reduction in revenue from one or more properties, although real estate taxes typically do not increase upon a reduction in such revenue.

***Geographic concentration of our portfolio may make us particularly susceptible to adverse economic developments in the real estate markets of those areas.***

Over 85% of our property operating income is generated by properties in the metropolitan Washington, DC/ Baltimore area. As a result, our financial condition, operating results and ability to make distributions could be materially and adversely impacted by significant adverse economic changes affecting the real estate markets in that area. In turn, our common stock is subject to greater risk vis-a-vis other enterprises whose portfolio contains greater geographic diversity.

***Our results of operations may be negatively affected by adverse trends in the retail and office real estate sectors.***

Tenants at our retail properties face continual competition in attracting customers from online merchants, retailers at other shopping centers, catalogue companies, television shopping networks, warehouse stores, large discounters, outlet malls, wholesale clubs, direct mail and telemarketers. Such competition could have a material adverse effect on our ability to lease space in our retail properties and on the rents we can charge or the concessions we grant. This in turn could materially and adversely affect our results of operations and cash flows, and could affect the realizable value of our assets upon sale. Further, as new technologies emerge, the relationships among customers, retailers, and shopping centers are evolving rapidly and it is critical we adapt to such new technologies and relationships on a timely basis. We may be unable to adapt quickly and effectively, which could adversely impact our financial performance.

Some businesses are rapidly evolving to make employee telecommuting, flexible work schedules, open workplaces and teleconferencing increasingly common. These practices enable businesses to reduce their space requirements. A continuation of the movement towards these practices could over time erode the overall demand for office space and, in turn, place downward pressure on occupancy, rental rates and property valuations, each of which could have an adverse effect on our financial position, results of operations, cash flows and ability to make distributions to our stockholders.

***Many real estate costs are fixed, even if income from our properties decreases.***

Our financial results depend primarily on leasing space in our properties to tenants on terms favorable to us. Costs associated with real estate investment, such as real estate taxes and maintenance costs, generally are not reduced even when a property is not fully occupied, rental rates decrease, or other circumstances cause a reduction in income from the investment. As a result, cash flow from the operations of our properties may be reduced if a tenant does not pay its rent or we are unable to rent our properties on favorable terms. Under those circumstances, we might not be able to enforce our rights as landlord without delays, and may incur substantial legal costs. Additionally, new properties that we may acquire or develop may not produce any significant revenue immediately, and the cash flow from existing operations may be insufficient to pay the operating expenses and debt service associated with that property until the property is fully leased.

***Competition may limit our ability to purchase new properties and generate sufficient income from tenants.***

Numerous commercial developers and real estate companies compete with us in seeking tenants for properties and properties for acquisition. This competition may:

- reduce properties available for acquisition;
- increase the cost of properties available for acquisition;
- reduce rents payable to us;
- interfere with our ability to attract and retain tenants;
- lead to increased vacancy rates at our properties; and
- adversely affect our ability to minimize expenses of operation.

Retailers at our shopping center properties also face increasing competition from outlet stores, discount shopping clubs, and other forms of marketing of goods, such as direct mail, internet marketing and telemarketing. This competition may reduce percentage rents payable to us and may contribute to lease defaults and insolvency of tenants. If we are unable to continue to attract appropriate retail tenants to our properties, or to purchase new properties in our geographic markets, it could materially affect our ability to generate net income, service our debt and make distributions to our stockholders.



***We may be unable to sell properties when appropriate because real estate investments are illiquid.***

Real estate investments generally cannot be sold quickly. In addition, there are some limitations under federal income tax laws applicable to real estate and in particular to REITs that may limit our ability to sell our assets. We may not be able to alter our portfolio promptly in response to changes in economic or other conditions. Our inability to respond quickly to adverse changes in the performance of our investments could have an adverse effect on our ability to meet our obligations and make distributions to our stockholders.

### **Risk Factors Related to our Funding Strategies and Capital Structure**

***We have substantial relationships with members of the Saul Organization whose interests could conflict with the interests of other stockholders.***

#### ***Influence of Officers, Directors and Significant Stockholders.***

Mr. B. F. Saul II, our Chief Executive Officer and Chairman of the Board, D. Todd Pearson, our President and Chief Operating Officer, and Christine Nicolaides Kearns, our Executive Vice President-Chief Legal and Administrative Officer, are members of the Saul Organization, and persons associated with the Saul Organization constitute five of the eleven members of our Board of Directors. In addition, as of December 31, 2022, Mr. B. F. Saul II had the potential to exercise control over 10,739,407 shares of our common stock representing 44.9% of our issued and outstanding shares of common stock. Mr. B. F. Saul II also beneficially owned, as of December 31, 2022, 8,827,873 units of the Operating Partnership. In general, these units are convertible into shares of our common stock on a one-for-one basis. The ownership limitation set forth in our articles of incorporation is 39.9% in value of our issued and outstanding equity securities (which includes both common and preferred stock). As of December 31, 2022, Mr. B. F. Saul II and members of the Saul Organization owned common stock representing approximately 39.0% in value of all our issued and outstanding equity securities. Members of the Saul Organization are permitted under our articles of incorporation to convert Operating Partnership units into shares of common stock or acquire additional shares of common stock until the Saul Organization's actual ownership of common stock reaches 39.9% in value of our equity securities. As of December 31, 2022, approximately 411,000 of the 8,827,873 units of the Operating Partnership would have been permitted to convert into additional shares of common stock, and would have resulted in Mr. B. F. Saul II and members of the Saul Organization owning common stock representing approximately 39.9% in value of all our issued and outstanding equity securities.

As a result of these relationships, members of the Saul Organization will be in a position to exercise significant influence over our affairs, which influence might not be consistent with the interests of other stockholders. Except as discussed below, we do not have any written policies or procedures for the review, approval or ratification of transactions with related persons.

#### ***Management Time.***

Our Chief Executive Officer, President and Chief Operating Officer, Executive Vice President-Chief Legal and Administrative Officer and Senior Vice President-Chief Accounting Officer and Treasurer are also officers of various entities of the Saul Organization. Although we believe that these officers spend sufficient management time to meet their responsibilities as our officers, the amount of management time devoted to us will depend on our specific circumstances at any given point in time. As a result, in a given period, these officers may spend less than a majority of their management time on our matters. Over extended periods of time, we believe that our Chief Executive Officer will spend less than a majority of his management time on Company matters, while our President and Chief Operating Officer, Executive Vice President-Chief Legal and Administrative Officer and Senior Vice President-Chief Accounting Officer and Treasurer may or may not spend less than a majority of their time on our matters.

#### ***Exclusivity and Right of First Refusal Agreements.***

We will acquire, develop, own and manage shopping center properties and will own and manage other commercial properties, and, subject to certain exclusivity agreements and rights of first refusal to which we are a party, the Saul Organization will continue to develop, acquire, own and manage commercial properties and own land suitable for development as, among other things, shopping centers and other commercial properties. Therefore, conflicts could develop in the allocation of acquisition and development opportunities with respect to commercial properties other than shopping centers and with respect to development sites, as well as potential tenants and other matters, between us and the Saul Organization. The agreement relating to exclusivity and the right of first refusal between us and the Saul

Organization generally requires the Saul Organization to conduct its shopping center business exclusively through us and to grant us a right of first refusal to purchase commercial properties and development sites in certain market areas that become available to the Saul Organization. The Saul Organization has granted the right of first refusal to us, acting through our independent directors, in order to minimize potential conflicts with respect to commercial properties and development sites. We and the Saul Organization have entered into this agreement in order to minimize conflicts with respect to shopping centers and certain of our commercial properties. See Note 9 to the Consolidated Financial Statements for a discussion of related party transactions.

#### *Shared Services.*

We share with the Saul Organization certain ancillary functions, such as computer and payroll services, benefits administration and in-house legal services. The terms of all sharing arrangements, including payments related thereto, are reviewed periodically by our Audit Committee, which is comprised solely of independent directors. Included in our general and administrative expenses or capitalized to specific development projects, for the year ended December 31, 2022, are charges totaling \$9.6 million, net, related to such shared services, which included rental payments for the Company's headquarters lease, which were billed by the Saul Organization. Although we believe that the amounts allocated to us for such shared services represent a fair allocation between us and the Saul Organization, we have not obtained a third party appraisal of the value of these services.

The B. F. Saul Insurance Agency of Maryland, Inc., a subsidiary of the B. F. Saul Company and a member of the Saul Organization, is a general insurance agency that receives commissions and counter-signature fees in connection with our insurance program. Such commissions and fees amounted to approximately \$286,900 for the year ended December 31, 2022.

#### *Related Party Rents.*

We sublease space for our corporate headquarters from a member of the Saul Organization, the building of which is owned by another member of the Saul Organization. The lease commenced in March 2002 and expires in February 2027. The Company and the Saul Organization entered into a shared services agreement whereby each party pays a portion of the total rental payments based on a percentage proportionate to the number of employees employed by each party. The Company's rent expense for the year ended December 31, 2022 was \$824,300. Although the Company believes that this lease has terms comparable to what would have been obtained from a third-party landlord, it did not seek bid proposals from any independent third parties when entering into its new corporate headquarters lease.

#### *Conflicts Based on Individual Tax Considerations.*

The tax basis of members of the Saul Organization in our portfolio properties which were contributed to certain partnerships at the time of our initial public offering in 1993 was substantially less than the fair market value thereof at the time of their contribution. In the event of our disposition of such properties, a disproportionately large share of the gain for federal income tax purposes would be allocated to members of the Saul Organization. In addition, future reductions of the level of our debt, or future releases of the guarantees or indemnities with respect thereto by members of the Saul Organization, would cause members of the Saul Organization to be considered, for federal income tax purposes, to have received constructive distributions. Depending on the overall level of debt and other factors, these distributions could be in excess of the Saul Organization's basis in their Partnership units, in which case such excess constructive distributions would be taxable.

Consequently, it is in the interests of the Saul Organization that we continue to hold the contributed portfolio properties, that a portion of our debt remains outstanding or is refinanced and that the Saul Organization guarantees and indemnities remain in place, in order to defer the taxable gain to members of the Saul Organization. Therefore, the Saul Organization may seek to cause us to retain the contributed portfolio properties, and to refrain from reducing our debt or releasing the Saul Organization guarantees and indemnities, even when such action may not be in the interests of some, or a majority, of our stockholders. In order to minimize these conflicts, decisions as to sales of the portfolio properties, or any refinancing, repayment or release of guarantees and indemnities with respect to our debt, will be made by the independent directors.

#### *Ability to Block Certain Actions.*

Under applicable law and the limited partnership agreement of the Operating Partnership, consent of the limited partners is required to permit certain actions, including the sale of all or substantially all of the Operating Partnership's assets. Therefore, members of the Saul Organization, through their status as limited partners in the Operating Partnership, could prevent the taking of any such actions, even if they were in the interests of other stockholders.

#### ***The amount of debt we have and the restrictions imposed by that debt could adversely affect our business and financial condition.***

As of December 31, 2022, we had approximately \$1.2 billion of debt outstanding, approximately \$1.07 billion of which was fixed-rate debt and approximately \$164.0 million of which was variable-rate debt outstanding under our Credit Facility.

We currently have a general policy of limiting our borrowings to 50% of asset value, i.e., the value of our portfolio, as determined by our Board of Directors by reference to the aggregate annualized cash flow from our portfolio. Our organizational documents contain no limitation on the amount or percentage of indebtedness which we may incur. Therefore, the Board of Directors could alter or eliminate the current limitation on borrowing at any time. If our debt capitalization policy were changed, we could increase our leverage, resulting in an increase in debt service that could adversely affect our operating cash flow and our ability to make expected distributions to stockholders, and in an increased risk of default on our obligations.

We have established our debt capitalization policy relative to asset value, which is computed by reference to the aggregate annualized cash flow from the properties in our portfolio rather than relative to book value. We have used a measure tied to cash flow because we believe that the book value of our portfolio properties, which is the depreciated historical cost of the properties, does not accurately reflect our ability to borrow. Asset value, however, is somewhat more variable than book value, and may not at all times reflect the fair market value of the underlying properties.

The amount of our debt outstanding from time to time could have important consequences to our stockholders. For example, it could:

- require us to dedicate a substantial portion of our cash flow from operations to payments on our debt, thereby reducing funds available for operations, property acquisitions and other appropriate business opportunities that may arise in the future;
- limit our ability to obtain any additional financing we may need in the future for working capital, debt refinancing, capital expenditures, acquisitions, development or other general corporate purposes;
- make it difficult to satisfy our debt service requirements;
- limit our ability to make distributions on our outstanding common and preferred stock;
- require us to dedicate increased amounts of our cash flow from operations to payments on our variable rate, unhedged debt if interest rates rise;
- limit our flexibility in planning for, or reacting to, changes in our business and the factors that affect the profitability of our business, which may place us at a disadvantage compared to competitors with less debt or debt with less restrictive terms; and
- limit our ability to obtain any additional financing we may need in the future for working capital, debt refinancing, capital expenditures, acquisitions, development or other general corporate purposes.

Our ability to make scheduled payments of the principal of, to pay interest on, or to refinance, our indebtedness will depend primarily on our future performance, which to a certain extent is subject to economic, financial, competitive and other factors described in this section. If we are unable to generate sufficient cash flow from our business in the future to service our debt or meet our other cash needs, we may be required to refinance all or a portion of our existing debt, sell assets or obtain additional financing to meet our debt obligations and other cash needs. Our ability to refinance, sell assets or obtain additional financing may not be possible on terms that we would find acceptable.



***We are obligated to comply with financial and other covenants in our debt that could restrict our operating activities, and the failure to comply could result in defaults that accelerate the payment under our debt.***

Our secured debt generally contains customary covenants, including, among others, provisions:

- relating to the maintenance of the property securing the debt;
- restricting our ability to assign or further encumber the properties securing the debt; and
- restricting our ability to enter into certain new leases or to amend or modify certain existing leases without obtaining consent of the lenders.

Our unsecured debt generally contains various restrictive covenants. The covenants in our unsecured debt include, among others, provisions restricting our ability to:

- incur additional unsecured debt;
- guarantee additional debt;
- make certain distributions, investments and other restricted payments, including distribution payments on our outstanding stock;
- create certain liens;
- increase our overall secured and unsecured borrowing beyond certain levels; and
- consolidate, merge or sell all or substantially all of our assets.

Our ability to meet some of the covenants in our debt, including covenants related to the condition of the property or payment of real estate taxes, may be dependent on the performance by our tenants under their leases.

In addition, our Credit Facility requires us and our subsidiaries to satisfy financial covenants. The material financial covenants require us, on a consolidated basis, to:

- limit the amount of debt as a percentage of gross asset value, as defined in the loan agreement, to less than 60% (leverage ratio);
- limit the amount of debt so that interest coverage will exceed 2.0x on a trailing four-quarter basis (interest expense coverage); and
- limit the amount of debt so that interest, scheduled principal amortization and preferred dividend coverage exceeds 1.4x on a trailing four-quarter basis (fixed charge coverage).

As of December 31, 2022, we were in compliance with all such covenants. If we were to breach any of our debt covenants and did not cure the breach within any applicable cure period, our lenders could require us to repay the debt immediately, and, if the debt is secured, could immediately begin proceedings to take possession of the property securing the loan. Some of our debt arrangements are cross-defaulted, which means that the lenders under those debt arrangements can put us in default and require immediate repayment of their debt if we breach and fail to cure a covenant under certain of our other debt obligations. As a result, any default under our debt covenants could have an adverse effect on our financial condition, our results of operations, our ability to meet our obligations and the market value of our shares.

***The market value of our debt and equity securities is subject to various factors that may cause significant fluctuations or volatility.***

As with other publicly traded securities, the market price of our debt and equity securities depends on various factors, which may change from time to time and/or may be unrelated to our financial condition, operating performance or prospects that may cause significant fluctuations or volatility in such prices. These factors include, among others:

- general economic and financial market conditions;
- level and trend of interest rates;
- our ability to access the capital markets to raise additional capital;
- the issuance of additional equity or debt securities;
- changes in our funds from operations (“FFO”) or earnings estimates;
- changes in our credit or analyst ratings;
- our financial condition and performance;
- market perception of our business compared to other REITs; and
- market perception of REITs, in general, compared to other investment alternatives.

***The phase-out of LIBOR could affect interest rates under our variable rate debt and interest rate swap arrangements.***

The U.S. dollar London Interbank Offered Rate (“LIBOR”) was previously used as a reference rate for our Credit Facility. On July 27, 2017, the United Kingdom's Financial Conduct Authority announced it intended to stop compelling banks to submit rates for the calculation of LIBOR after 2021. On November 30, 2020, the ICE Benchmark Administration announced its plan to extend the date that most LIBOR values would cease being computed and published from December 31, 2021 to June 30, 2023. The Federal Reserve Board and the Federal Reserve Bank of New York organized the Alternative Reference Rates Committee, which identified the Secured Overnight Financing Rate (“SOFR”) as its preferred alternative to LIBOR in derivatives and other financial contracts. However, SOFR and LIBOR differ in certain important respects. SOFR is a secured overnight rate, while LIBOR is an unsecured rate that represents interbank funding over different maturities. In addition, because SOFR is a transaction-based rate, it is backward-looking, whereas LIBOR is forward-looking. Because of these and other differences, there can be no assurance that SOFR will perform in the same way as LIBOR would have done at any time, and there is no guarantee that it is a comparable substitute for LIBOR. At this time, we cannot predict the long term effect of any discontinuance, modification or other reforms to LIBOR or whether SOFR or another alternative reference rate will attain market traction as a LIBOR replacement. As of October 3, 2022, LIBOR was phased out as a reference rate under our Credit Facility and SOFR replaced it as the benchmark index. SOFR may result in higher interest charges than LIBOR and may result in increased volatility in markets for instruments that previously relied on LIBOR, all of which could negatively impact our cash flow.

***Our ability to grow will be limited if we cannot obtain additional capital.***

Our growth strategy includes the redevelopment of properties we already own and the acquisition of additional properties. Because we are required to distribute to our stockholders at least 90% of our taxable income each year to continue to qualify as a real estate investment trust, or REIT, for federal income tax purposes, in addition to our undistributed operating cash flow, we rely upon the availability of debt or equity capital to fund our growth, which financing may or may not be available on favorable terms or at all. The debt could include mortgage loans from third parties or the sale of debt securities. Equity capital could include our common stock or preferred stock. Additional financing, refinancing or other capital may not be available in the amounts we desire or on favorable terms. Our access to debt or equity capital depends on a number of factors, including the general state of the capital markets, the market's perception of our growth potential, our ability to pay dividends, and our current and potential future earnings. Depending on the outcome of these factors, we could experience delay or difficulty in implementing our growth strategy on satisfactory terms, or be unable to implement this strategy.

**Risk Factors Related to our REIT Status and Other Laws and Regulations**

***Environmental laws and regulations could reduce the value or profitability of our properties.***

All real property and the operations conducted on real property are subject to federal, state and local laws, ordinances and regulations relating to hazardous materials, environmental protection and human health and safety. Under various federal, state and local laws, ordinances and regulations, we and our tenants may be required to investigate and clean up certain hazardous or toxic substances released on or in properties we own or operate, and also may be required to pay other costs relating to hazardous or toxic substances. This liability may be imposed without regard to whether we or our tenants knew about the release of these types of substances or were responsible for their release. The presence of contamination or the failure to properly remediate contamination at any of our properties may adversely affect our ability to sell or lease those properties or to borrow using those properties as collateral. The costs or liabilities could exceed the value of the affected real estate. We are not aware of any environmental condition with respect to any of our properties that management believes would have a material adverse effect on our business, assets or results of operations taken as a whole. The uses of any of our properties prior to our acquisition of the property and the building materials used at the property are among the property-specific factors that will affect how the environmental laws are applied to our properties. If we are subject to any material environmental liabilities, the liabilities could adversely affect our results of operations and our ability to meet our obligations.

We cannot predict what other environmental legislation or regulations will be enacted in the future, how existing or future laws or regulations will be administered or interpreted or what environmental conditions may be found to exist on the properties in the future. Compliance with existing and new laws and regulations may require us or our tenants to spend funds to remedy environmental problems. Our tenants, like many of their competitors, have incurred, and will continue to incur, capital and operating expenditures and other costs associated with complying with these laws and regulations, which will adversely affect their potential profitability. Generally, our tenants must comply with environmental laws and meet remediation requirements. Our leases typically impose obligations on our tenants to

indemnify us from any compliance costs we may incur as a result of the environmental conditions on the property caused by the tenant. If a tenant fails to or cannot comply, we could be forced to pay these costs. If not addressed, environmental conditions could impair our ability to sell or re-lease the affected properties in the future or result in lower sales prices or rent payments.

***The Americans with Disabilities Act of 1990 (the “ADA”) could require us to take remedial steps with respect to newly acquired properties.***

The properties, as commercial facilities, are required to comply with Title III of the ADA. Investigation of a property may reveal non-compliance with the ADA. The requirements of the ADA, or of other federal, state or local laws, also may change in the future and restrict further renovations of our properties with respect to access for disabled persons. Future compliance with the ADA may require expensive changes to the properties.

***The revenue generated by our tenants could be negatively affected by various federal, state and local laws to which they are subject.***

We and our tenants are subject to a wide range of federal, state and local laws and regulations, such as local licensing requirements, consumer protection laws and state and local fire, life-safety and similar requirements that affect the use of the properties. The leases typically require that each tenant comply with all regulations. Failure to comply could result in fines by governmental authorities, awards of damages to private litigants, or restrictions on the ability to conduct business on such properties. Non-compliance of this sort could reduce our revenue from a tenant, could require us to pay penalties or fines relating to any non-compliance, and could adversely affect our ability to sell or lease a property.

***Failure to qualify as a REIT for federal income tax purposes would cause us to be taxed as a corporation, which would substantially reduce funds available for payment of distributions.***

We believe that we are organized and qualified as a REIT, and currently intend to operate in a manner that will allow us to continue to qualify as a REIT for federal income tax purposes under the Code. However, the IRS could successfully assert that we are not qualified as such. In addition, we may not remain qualified as a REIT in the future. Qualification as a REIT involves the application of highly technical and complex Code provisions. The complexity of these provisions and of the applicable income tax regulations that have been issued under the Code by the United States Department of Treasury is greater in the case of a REIT that holds its assets in partnership form. Certain facts and circumstances not entirely within our control may affect our ability to qualify as a REIT. For example, in order to qualify as a REIT, at least 95% of our gross income in any year must be derived from qualifying rents and other income. Satisfying this requirement could be difficult, for example, if defaults by tenants were to reduce the amount of income from qualifying rents. Also, we must make annual distributions to stockholders of at least 90% of our net taxable income (excluding capital gains). In addition, new legislation, new regulations, new administrative interpretations or new court decisions may significantly change the tax laws with respect to qualification as a REIT or the federal income tax consequences of such qualification. If we fail to qualify as a REIT:

- we would not be allowed a deduction for dividend distributions to stockholders in computing taxable income;
- we would be subject to federal income tax at regular corporate rates;
- unless we are entitled to relief under specific statutory provisions, we could not elect to be taxed as a REIT for four taxable years following the year during which we were disqualified;
- we could be required to pay significant income taxes, which would substantially reduce the funds available for investment and for distribution to our stockholders for each year in which we failed to qualify; and
- we would no longer be required by law to make any distributions to our stockholders.

We believe that the Operating Partnership is treated as a partnership, and not as a corporation, for federal income tax purposes. If the IRS were to challenge successfully the status of the Operating Partnership as a partnership for federal income tax purposes:

- the Operating Partnership would be taxed as a corporation;
- we would cease to qualify as a REIT for federal income tax purposes; and
- the amount of cash available for distribution to our stockholders would be substantially reduced.



***We may be required to incur additional debt to qualify as a REIT.***

As a REIT, we must make annual distributions to stockholders of at least 90% of our REIT taxable income. We are subject to income tax on amounts of undistributed REIT taxable income and net capital gain. In addition, we would be subject to a 4% excise tax if we fail to distribute sufficient income to meet a minimum distribution test based on our ordinary income, capital gain and aggregate undistributed income from prior years. We intend to make distributions to stockholders to comply with the Code's distribution provisions and to avoid federal income and excise tax. We may need to borrow funds to meet our distribution requirements because:

- our income may not be matched by our related expenses at the time the income is considered received for purposes of determining taxable income; and
- non-deductible capital expenditures or debt service requirements may reduce available cash but not taxable income.

In these circumstances, we might have to borrow funds on unfavorable terms and even if our management believes the market conditions make borrowing financially unattractive.

***Legislative, administrative, regulatory or other actions affecting REITs, including positions taken by the IRS, could have a material adverse effect on us and our investors.***

The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process, and by the Internal Revenue Service ("IRS") and the U.S. Department of the Treasury ("Treasury"). Changes to the tax laws or interpretations thereof by the IRS and the Treasury, with or without retroactive application, could materially and adversely affect us and our investors. In particular, additional technical corrections legislation and implementing regulations may be enacted or promulgated in response to the Tax Cuts and Jobs Act of 2017 (the "Act"), and substantive legislative changes to the Act are also possible. In response to the COVID-19 pandemic, multiple pieces of legislation have already been enacted, including the 2020 CARES Act, and there have also been significant issuances of regulatory and other guidance, and further legislative enactments and other IRS or Treasury action is possible. No prediction can be made as to the likelihood of passage of new tax legislation or other provisions, or the direct or indirect effect on us and our shareholders. Accordingly, such new legislation, Treasury regulations, administrative interpretations or court decisions could significantly and negatively affect our ability to qualify to be taxed as a REIT and/or the U.S. federal income tax consequences to us and our investors of such qualification.

***To maintain our status as a REIT, we limit the amount of shares any one stockholder can own.***

The Code imposes certain limitations on the ownership of the stock of a REIT. For example, not more than 50% in value of our outstanding shares of capital stock may be owned, actually or constructively, by five or fewer individuals (as defined in the Code). To protect our REIT status, our articles of incorporation restrict beneficial and constructive ownership (defined by reference to various Code provisions) to no more than 2.5% in value of our issued and outstanding equity securities by any single stockholder with the exception of members of the Saul Organization, who are restricted to beneficial and constructive ownership of no more than 39.9% in value of our issued and outstanding equity securities.

The constructive ownership rules are complex. Shares of our capital stock owned, actually or constructively, by a group of related individuals and/or entities may be treated as constructively owned by one of those individuals or entities. As a result, a single entity or individual could own less than 2.5% or 39.9% in value of our issued and outstanding equity securities and such ownership could potentially cause a group of related individuals and/or entities to own constructively more than 2.5% or 39.9% in value of the outstanding stock. If that happened, either the transfer or ownership would be void or the shares would be transferred to a charitable trust and then sold to someone who can own those shares without violating the respective ownership limit.

As of December 31, 2022, Mr. B. F. Saul II and members of the Saul Organization owned common stock representing approximately 39.0% in value of all our issued and outstanding equity securities. In addition, members of the Saul Organization beneficially owned Operating Partnership units that are, in general, convertible into our common stock on a one-for-one basis. Members of the Saul Organization are permitted under our articles of incorporation to convert Operating Partnership units into shares of common stock or acquire additional shares of common stock until the Saul Organization's actual ownership of common stock reaches 39.9% in value of our equity securities.

The Board of Directors may waive these restrictions on a case-by-case basis. The Board has authorized the Company to grant waivers to look-through entities, such as mutual funds, in which shares of equity stock owned by the entity are treated as owned proportionally by individuals who are the beneficial owners of the entity. Even though these entities may own stock in excess of the 2.5% ownership limit, no individual beneficially or constructively would own more than 2.5%. The Board of Directors has agreed to waive the ownership limit with respect to certain mutual funds and similar investors. In addition, the Board of Directors has agreed to waive the ownership limit with respect to certain bank pledgees of shares of our common stock and units issued by the Operating Partnership and held by members of the Saul Organization.

The ownership restrictions may delay, defer or prevent a transaction or a change of our control that might involve a premium price for our equity stock or otherwise be in the stockholders' best interest.

## **General Risk Factors**

### ***Financial and economic conditions may have an adverse impact on us, our tenants' businesses and our results of operations.***

Our business may be affected by market and economic challenges experienced by the U.S. economy or real estate industry as a whole, by the local economic conditions in the markets in which our properties are located, including the impact of high unemployment, volatility in the public equity and debt markets, and international economic conditions. A prolonged deterioration of economic and other market conditions, could adversely affect our business, financial condition, results of operations or real estate values, as well as the financial condition of our tenants and lenders, which may expose us to increased risks of default by these parties.

Potential consequences of a prolonged deterioration of economic and other market conditions include:

- the financial condition of our tenants, many of which operate in the retail industry, may be adversely affected, which may result in tenant defaults under their leases due to bankruptcy, lack of liquidity, operational failures or for other reasons;
- the ability to borrow on terms and conditions that we find acceptable, or at all, may be limited, which could reduce our ability to pursue acquisition and development opportunities and refinance existing debt, reduce our returns from acquisition and development activities and increase our future interest expense;
- reduced values of our properties may limit our ability to dispose of assets at attractive prices and may reduce the ability to refinance loans; and
- one or more lenders under our credit facility could fail and we may not be able to replace the financing commitment of any such lenders on favorable terms, or at all.

### ***Loss of our key management could adversely affect performance and the value of our common shares.***

We are dependent on the efforts of our key management. Although we believe qualified replacements could be found for any departures of key executives, the loss of their services could adversely affect our performance and the value of our common stock.

### ***The outbreak of the novel coronavirus ("COVID-19"), or the future outbreak or pandemic of any other highly infectious or contagious diseases, could have a material and adverse effect on or cause disruption to our business or financial condition, results of operations, cash flows and the market value and trading price of our securities.***

The COVID-19 pandemic (or a future pandemic) could have a material and adverse effect on or cause disruption to our business or financial condition, results of operations and cash flows due to, among other factors:

- a complete or partial closure of, or other operational issues at, our properties as a result of government or tenant action;
- declines in or instability of the economy or financial markets that may result in a recession or negatively impact consumer discretionary spending, which could adversely affect retailers and consumers;
- reduction of economic activity that severely impacts our tenants' business operations, financial condition and liquidity and may cause one or more of our tenants to be unable to meet their obligations to us in full, or at all, to default on their lease, or to otherwise seek modifications of such obligations;

- inability to access debt and equity capital on favorable terms, if at all, and a severe disruption and instability in the global financial markets or deteriorations in credit and financing conditions may affect our access to capital necessary to fund business operations, pursue acquisition and development opportunities, refinance existing debt, reduce our ability to make cash distributions to our stockholders and increase our future interest expense;
- a general decline in business activity and demand for real estate transactions could adversely affect our ability to successfully execute investment strategies or expand our property portfolio;
- a significant reduction in our cash flows could impact our ability to continue paying cash dividends to our common and preferred stockholders at expected levels or at all;
- the financial impact of COVID-19 (or a future pandemic) could negatively affect our future compliance with financial and other covenants of our credit facility and other debt instruments, and the failure to comply with such covenants could result in a default that accelerates the payment of such indebtedness;
- the continued service and availability of personnel, including our executive officers and Board of Directors, and our ability to recruit, attract and retain skilled personnel, to the extent our management, Board of Directors or personnel are impacted in significant numbers by the outbreak of pandemic or epidemic disease and are not available or allowed to conduct work, could negatively impact our business and operating results; and
- our ability to ensure business continuity in the event our continuity of operations plan is not effective or is improperly implemented or deployed during a disruption.

The extent to which COVID-19 (or a future pandemic) impacts our operations and those of our tenants will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the scope, severity and duration of the outbreak, the actions taken to contain the outbreak or mitigate its impact, and the direct and indirect economic effects of the outbreak and containment measures, among others.

***Our insurance coverage on our properties may be inadequate.***

We carry comprehensive insurance on all of our properties, including insurance for liability, earthquake, fire, flood, terrorism and rental loss. These policies contain coverage limitations. We believe this coverage is of the type and amount customarily obtained for or by an owner of real property assets. We intend to obtain similar insurance coverage on subsequently acquired properties.

As a consequence of various terrorist attacks and other significant losses incurred by the insurance industry, the availability of insurance coverage has decreased and the prices for insurance have increased. As a result, we may be unable to renew or duplicate our current insurance coverage in adequate amounts or at reasonable prices. In addition, insurance companies may no longer offer coverage against certain types of losses, such as losses due to terrorist acts and toxic mold, or, if offered, the expense of obtaining these types of insurance may not be justified. We therefore may cease to have insurance coverage against certain types of losses and/or there may be decreases in the limits of insurance available. If an uninsured loss or a loss in excess of our insured limits occurs, we could lose all or a portion of the capital we have invested in a property, as well as the anticipated future revenue from the property, but still remain obligated for any mortgage debt or other financial obligations related to the property. Material losses in excess of insurance proceeds may occur in the future. Also, due to inflation, changes in codes and ordinances, environmental considerations and other factors, it may not be feasible to use insurance proceeds to replace a building after it has been damaged or destroyed. Events such as these could adversely affect our results of operations and our ability to meet our obligations, including distributions to our stockholders.

***Natural disasters and climate change could have an adverse impact on our cash flow and operating results.***

Climate change may add to the unpredictability and frequency of natural disasters and severe weather conditions and create additional uncertainty as to future trends and exposures. Certain of our operations are located in areas that are subject to natural disasters and severe weather conditions such as hurricanes, droughts, snow storms, floods and fires. The impact of climate change or the occurrence of natural disasters can delay new development projects, increase investment costs to repair or replace damaged properties, increase operating costs, create additional investment costs to make improvements to existing properties to comply with climate change regulations, increase future property insurance costs, and negatively impact the tenant demand for space. If insurance is unavailable to us or is unavailable on acceptable terms, or if our insurance is not adequate to cover business interruption or losses from these events, our earnings, liquidity or capital resources could be adversely affected.



***We cannot assure you we will continue to pay dividends at historical rates.***

Our ability to continue to pay dividends on our common stock at historical rates or to increase our common stock dividend rate will depend on a number of factors, including, among others, the following:

- our financial condition and results of future operations;
- the performance of lease terms by tenants;
- the terms of our loan covenants; and
- our ability to acquire, finance, develop or redevelop and lease additional properties at attractive rates.

If we do not maintain or increase the dividend rate on our common stock, it could have an adverse effect on the market price of our common stock and other securities. Payment of dividends on our common stock may be subject to payment in full of the dividends on any preferred stock or depositary shares and payment of interest on any debt securities we may offer.

***Certain tax and anti-takeover provisions of our articles of incorporation and bylaws may inhibit a change of our control.***

Certain provisions contained in our articles of incorporation and bylaws and the Maryland General Corporation Law may discourage a third party from making a tender offer or acquisition proposal to us. If this were to happen, it could delay, deter or prevent a change in control or the removal of existing management. These provisions also may delay or prevent the stockholders from receiving a premium for their stock over then-prevailing market prices. These provisions include:

- the REIT ownership limit described above;
- authorization of the issuance of our preferred stock with powers, preferences or rights to be determined by the Board of Directors;
- a staggered, fixed-size Board of Directors consisting of three classes of directors;
- special meetings of our stockholders may be called only by the Chairman of the Board, the president, by a majority of the directors or by stockholders possessing no less than 25% of all the votes entitled to be cast at the meeting;
- the Board of Directors, without a stockholder vote, can classify or reclassify unissued shares of preferred stock;
- a member of the Board of Directors may be removed only for cause upon the affirmative vote of 75% of the Board of Directors or 75% of the then-outstanding capital stock;
- advance notice requirements for proposals to be presented at stockholder meetings; and
- the terms of our articles of incorporation regarding business combinations and control share acquisitions.

***Cybersecurity risks and cyber incidents could adversely affect our business, disrupt operations and expose us to liabilities to tenants, employees, capital providers and other third parties.***

We use information technology and other computer resources to carry out important operational activities and to maintain our business records. As part of our normal business activities, we collect and store certain personal identifying and confidential information relating to our tenants, employees, vendors and suppliers, and maintain operational and financial information related to our business. We have implemented systems and processes intended to address ongoing and evolving cybersecurity risks, secure our information technology, applications and computer systems, and prevent unauthorized access to or loss of sensitive, confidential and personal data. Although we and our service providers employ what we believe are adequate security, disaster recovery and other preventative and corrective measures, our security measures, taken as a whole, may not be sufficient for all possible situations and may be vulnerable to, among other things, hacking, ransomware, employee error, system error, and faulty password management. Additionally, information technology security breaches may go undetected and persist as a latent threat to our security measures.

Our ability to conduct our business may be impaired if our information technology resources, including our websites or e-mail systems, are compromised, degraded, damaged or fail, whether due to a virus or other harmful circumstance, intentional penetration or disruption of our information technology resources by a third party, natural disaster, hardware or software corruption or failure or error or poor product or vendor/developer selection (including a failure of security controls incorporated into or applied to such hardware or software), telecommunications system failure, service provider error or failure, intentional or unintentional personnel actions, or lost connectivity to our networked resources. A significant and extended disruption could damage our reputation and cause us to lose tenants and revenues; result in the unintended and/or unauthorized public disclosure or the misappropriation of proprietary, personal identifying and confidential information; and require us to incur significant expenses to address and remediate or otherwise resolve these kinds of issues. The release of confidential information may also lead to litigation or other proceedings against us by affected individuals, business partners and/or regulators, and the outcome of such proceedings, which could include losses, penalties, fines, injunctions, expenses and charges recorded against our earnings and cause us reputational harm, could have a material and adverse effect on our business and consolidated financial statements. In addition, the costs of maintaining adequate protection against data security threats, based on considerations of their evolution, increasing sophistication, pervasiveness and frequency and/or government-mandated standards or obligations regarding protective efforts, could be material to our consolidated financial statements in a particular period or over various periods.

***We may amend or revise our business policies without your approval.***

Our Board of Directors may amend or revise our operating policies without stockholder approval. Our investment, financing and borrowing policies and policies with respect to all other activities, such as growth, debt, capitalization and operations, are determined by the Board of Directors or those committees or officers to whom the Board of Directors has delegated that authority. The Board of Directors may amend or revise these policies at any time and from time to time at its discretion. A change in these policies could adversely affect our financial condition and results of operations, and the market price of our securities.

**Item 1B. Unresolved Staff Comments**

We have received no written comments from the Securities and Exchange Commission staff regarding our periodic or current reports in the 180 days preceding December 31, 2022 that remain unresolved.

**Item 2. Properties**

Overview

As of December 31, 2022, the Company is the owner and operator and developer of a real estate portfolio composed of 57 operating properties, totaling approximately 9.8 million square feet of gross leasable area (“GLA”), and four development properties. The properties are located primarily in the Washington, D.C./Baltimore, Maryland metropolitan area. The operating property portfolio is composed of 50 neighborhood and community Shopping Centers, and seven predominantly Mixed-Use Properties totaling approximately 7.9 million and 1.9 million square feet of GLA, respectively. One property, Seven Corners, accounted for more than 5% of the total gross leasable area. A majority of the Shopping Centers are anchored by several major tenants and offer primarily day-to-day necessities and services. Thirty-three of the Shopping Centers were anchored by a grocery store. One tenant, Giant Food (5.1%), a tenant at 11 Shopping Centers, individually accounted for 2.5% or more of the Company’s total revenue for the year ended December 31, 2022.

The Company expects to hold its properties as long-term investments and it has no maximum period for retention of any investment. It plans to selectively acquire additional income-producing properties and to expand, renovate, and improve its properties when circumstances warrant. See “Item 1. Business—Operating Strategies” and “Business—Capital Policies.”

## The Shopping Centers

Community and neighborhood shopping centers typically are anchored by one or more grocery stores, discount department stores or drug stores. These anchors offer day-to-day necessities rather than apparel and luxury goods and, therefore, generate consistent local traffic. By contrast, regional malls generally are larger and typically are anchored by one or more full-service department stores.

In general, the Shopping Centers are seasoned community and neighborhood shopping centers located in well established, highly developed, densely populated, middle and upper income areas. The 2022 average estimated population within a one- and three-mile radius of the Shopping Centers is approximately 15,700 and 82,900, respectively. The 2022 average household income within a one- and three-mile radius of the Shopping Centers is approximately \$146,300 and \$153,200, respectively, compared to a national average of \$105,000. Because the Shopping Centers generally are located in highly developed areas, management believes that there is little likelihood that significant numbers of competing centers will be developed in the future.

The Shopping Center properties range in size from approximately 19,000 to 573,500 square feet of GLA, with six in excess of 300,000 square feet, and average approximately 157,500 square feet.

## Lease Expirations of Shopping Center Properties

The following table sets forth, by year of expiration, the aggregate amount of base rent and leasable area for leases in place at the Shopping Centers that the Company owned as of December 31, 2022, for each of the next ten years beginning with 2023, assuming that none of the tenants exercise renewal options and excluding an aggregate of 414,529 square feet of unleased space, which represented 5.3% of the GLA of the Shopping Centers as of December 31, 2022.

### **Lease Expirations of Shopping Center Properties**

Year of Lease Expiration	Leasable Area Represented by Expiring Leases		Percentage of Leasable Area Represented by Expiring Leases	Annual Base Rent Under Expiring Leases (1)	Percentage of Annual Base Rent Under Expiring Leases	Annual Base Rent per Square Foot
2023	924,693	sf	11.7 %	\$ 16,030,078	11.5 %	\$ 17.34
2024	1,028,183		13.1 %	22,058,759	15.9 %	21.45
2025	1,201,914		15.3 %	23,392,874	16.8 %	19.46
2026	823,875		10.4 %	16,689,434	12.0 %	20.26
2027	876,884		11.1 %	18,341,044	13.2 %	20.92
2028	801,400		10.2 %	10,387,558	7.5 %	12.96
2029	584,294		7.4 %	9,332,143	6.7 %	15.97
2030	81,757		1.0 %	2,717,962	1.9 %	33.24
2031	303,523		3.9 %	5,930,630	4.3 %	19.54
2032	333,011		4.2 %	4,132,462	3.0 %	12.41
Thereafter	503,267		6.4 %	10,042,525	7.2 %	19.95
Total	<u>7,462,801</u>	sf	<u>94.7 %</u>	<u>\$ 139,055,469</u>	<u>100.0 %</u>	18.63

- (1) Calculated using annualized contractual base rent payable as of December 31, 2022 for the expiring GLA, excluding expenses payable by or reimbursable from tenants.



## The Mixed-Use Properties

All of the Mixed-Use Properties are located in the Washington, D.C. metropolitan area and contain an aggregate GLA of approximately 1.9 million square feet, comprised of 1.0 million and 0.1 million square feet of office and retail space, respectively, and 1,006 apartments. The Mixed-Use Properties represent three distinct styles of facilities, are located in differing commercial environments with distinctive demographic characteristics, and are geographically removed from one another. Accordingly, management believes that the Washington, D.C. area Mixed-Use Properties compete for tenants in different commercial and geographic sub-markets of the metropolitan Washington, D.C. market and do not compete with one another.

## Lease Expirations of Mixed-Use Properties

The following table sets forth, by year of expiration, the aggregate amount of base rent and leasable area for commercial leases in place at the Mixed-Use Properties that the Company owned as of December 31, 2022, for each of the next ten years beginning with 2023, assuming that none of the tenants exercise renewal options and excluding an aggregate of 198,548 square feet of unleased office and retail space, which represented 17.5% of the GLA of the commercial space within the Mixed-Use Properties as of December 31, 2022.

### **Commercial Lease Expirations of Mixed-Use Properties**

Year of Lease Expiration	Leasable Area Represented by Expiring Leases	Percentage of Leasable Area Represented by Expiring Leases	Annual Base Rent Under Expiring Leases (1)	Percentage of Annual Base Rent Under Expiring Leases	Annual Base Rent per Square Foot
2023	102,137 sf	9.0 %	\$ 3,000,706	8.9 %	\$ 29.38
2024	110,253	9.7 %	5,246,508	15.6 %	47.59
2025	60,155	5.3 %	2,253,269	6.7 %	37.46
2026	77,759	6.8 %	3,210,681	9.6 %	41.29
2027	85,272	7.5 %	2,087,726	6.2 %	24.48
2028	47,824	4.2 %	1,265,751	3.8 %	26.47
2029	33,621	3.0 %	794,741	2.4 %	23.64
2030	40,911	3.6 %	1,948,237	5.8 %	47.62
2031	151,256	13.3 %	2,737,879	8.1 %	18.10
2032	10,815	0.9 %	236,944	0.7 %	21.91
Thereafter	218,334	19.2 %	10,834,706	32.2 %	49.62
Total	<u>938,337 sf</u>	<u>82.5 %</u>	<u>\$ 33,617,148</u>	<u>100.0 %</u>	<u>35.83</u>

- (1) Calculated using annualized contractual base rent payable as of December 31, 2022, for the expiring GLA, excluding expenses payable by or reimbursable from tenants.

As of December 31, 2022, the Company had 967 apartment leases, 859 of which will expire in 2023 and 108 of which will expire in 2024. Annual base rent due under these leases is \$20.2 million and \$0.8 million for the years ending December 31, 2023 and 2024, respectively.

## Current Portfolio Properties

The following table sets forth, at the dates indicated, certain information regarding the Current Portfolio Properties:

Property	Location	Leasable Area (Square Feet)	Year Acquired or Developed (Renovated)	Land Area (Acres)	Percentage Leased as of December 31, <sup>(1)</sup>				Anchor / Significant Tenants	
					2022	2021	2020	2019		
Shopping Centers										
Ashbrook Marketplace	Ashburn, VA	85,819	2018 (2019)	13.7	100%	100%	100%	92%	N/A	Lidl, Planet Fitness, Starbucks, Dunkin Donuts, Valvoline, Cafe Rio, McAllisters Deli
Ashburn Village	Ashburn, VA	221,596	1994-2006	26.4	94%	96%	95%	97%	97%	Giant Food, Hallmark, McDonald's, Burger King, Dunkin Donuts, Kinder Care, Blue Ridge Grill
Ashland Square Phase I	Dumfries, VA	23,120	2007	2.0	100%	100%	100%	100%	100%	Capital One Bank, CVS Pharmacy, The All American Steakhouse
Beacon Center	Alexandria, VA	359,671	1972 (1993/99/07)	32.3	100%	100%	100%	100%	100%	Lowe's Home Improvement Center, Giant Food, Home Goods, Outback Steakhouse, Marshalls, Party Depot, Panera Bread, TGI Fridays, Starbucks, Famous Dave's, Chipotle, Capital One Bank, Wendy's
BJ's Wholesale Club	Alexandria, VA	115,660	2008	9.6	100%	100%	100%	100%	100%	BJ's Wholesale Club
Boca Valley Plaza	Boca Raton, FL	121,365	2004	12.7	100%	94%	89%	99%	96%	Publix, Palm Beach Fitness, Anima Domus
Boulevard	Fairfax, VA	49,140	1994 (1999/09)	5.0	100%	96%	97%	100%	100%	Panera Bread, Party City, Petco, Capital One Bank
Briggs Chaney MarketPlace	Silver Spring, MD	194,258	2004	18.2	99%	95%	97%	96%	92%	Global Food, Ross Dress For Less, Advance Auto Parts, McDonald's, Dunkin Donuts, Enterprise Rent-A-Car, Dollar Tree, Dollar General, Salon Plaza, Chipotle
Broadlands Village	Ashburn, VA	174,438	2003 (2004/06)	24.0	91%	92%	90%	98%	98%	Aldi Grocery, The All American Steakhouse, Bonefish Grill, Dollar Tree, Starbucks, Minnieland Day Care, LA Fitness, Chase Bank
Burtonsville Town Square	Burtonsville, MD	139,928	2017	26.3	100%	100%	100%	98%	100%	Giant Food, Petco, Starbucks, Greene Turtle, Capital One Bank, CVS Pharmacy, Roy Rogers, Mr. Tire, Taco Bell
Countryside Marketplace	Sterling, VA	138,804	2004	16.0	85%	91%	92%	95%	96%	Lotte Plaza Market, CVS Pharmacy, Starbucks, McDonald's, 7-Eleven
Cranberry Square	Westminster, MD	141,450	2011	18.9	100%	97%	87%	96%	97%	Giant Food, Giant Gas Station, Staples, Party City, Wendy's, Sola Salons, Ledo Pizza, Hallmark
Cruse MarketPlace	Cumming, GA	78,686	2004	10.6	93%	94%	92%	94%	96%	Publix, Subway, Orange Theory, Anytime Fitness
Flagship Center	Rockville, MD	21,500	1972, 1989	0.5	100%	100%	100%	100%	100%	Chase Bank, Bank of America
French Market	Oklahoma City, OK	246,148	1974 (1984/98)	13.8	75%	75%	78%	97%	96%	Burlington Coat Factory, Bed Bath & Beyond, Staples, Petco, The Tile Shop, Lakeshore Learning Center, Dollar Tree, Verizon, Raising Cane's
Germantown	Germantown, MD	18,982	1992	2.7	100%	100%	100%	100%	100%	CVS Pharmacy, Jiffy Lube
The Glen	Woodbridge, VA	136,440	1994 (2005)	14.7	99%	93%	98%	97%	96%	Safeway, Panera Bread, Five Guys, Chipotle
Great Falls Center	Great Falls, VA	91,666	2008	11.0	100%	98%	100%	98%	100%	Safeway, CVS Pharmacy, Truist Bank, Starbucks, Subway, Long & Foster
Hampshire Langley	Takoma Park, MD	131,700	1972 (1979)	9.9	100%	100%	100%	100%	100%	Mega Mart, Starbucks, Chuck E. Cheese's, Sardi's Chicken, Capital One Bank, Kool Smiles, Wells Fargo

Property	Location	Leasable Area (Square Feet)	Year Acquired or Developed (Renovated)	Land Area (Acres)	Percentage Leased as of December 31, <sup>(1)</sup>				Anchor / Significant Tenants
					2022	2021	2020	2019	
Shopping Centers (Continued)									
Hunt Club Corners	Apopka, FL	107,103	2006	13.9	98%	99%	100%	100%	Publix, Pet Supermarket, Boost Mobile
Jamestown Place	Altamonte Springs, FL	96,201	2005	10.9	100%	100%	100%	100%	Publix, Carrabas Italian Grill, Orlando Health
Kentlands Square I	Gaithersburg, MD	119,694	2002	11.5	100%	100%	100%	98%	Lowe's Home Improvement Center, Chipotle, Starbucks, Shake Shack
Kentlands Square II and Kentlands Pad	Gaithersburg, MD	253,052	2011	23.4	96%	97%	97%	99%	Giant Food, At Home, Party City, Panera Bread, Hallmark, Chick-Fil-A, Coal Fire Pizza, Cava Mezza Grill, Truist Bank, Hand & Stone Massage, Crumbl Cookie
Kentlands Place	Gaithersburg, MD	40,697	2005	3.4	78%	86%	75%	93%	Bonefish Grill, Privai Spa
Lansdowne Town Center	Leesburg, VA	196,817	2006	23.3	91%	90%	91%	96%	Harris Teeter, CVS Pharmacy, Panera Bread, Starbucks, Capital One Bank, Ford's Oyster House, Fusion Learning, Chick-Fil-A
Leesburg Pike Plaza	Baileys Crossroads, VA	97,752	1966 (1982/95)	9.4	100%	93%	93%	100%	CVS Pharmacy, FedEx Office, Capital One Bank, Five Guys, Dollar Tree, Advanced Auto
Lumberton Plaza	Lumberton, NJ	192,718	1975 (1992/96)	23.3	66%	66%	68%	70%	Aldi, Rite Aid, Family Dollar, Big Lots, Burger King, Big Rich Fitness, Enterprise Rent-A-Car
Metro Pike Center	Rockville, MD	67,488	2010	4.6	85%	85%	83%	69%	McDonald's, Dunkin Donuts, 7-Eleven, Palm Beach Tan, Mattress Warehouse, Salvation Army
Shops at Monocacy	Frederick, MD	111,166	2004	13.0	100%	98%	100%	99%	Giant Food, Panera Bread, Five Guys, California Tortilla, Firehouse Subs, Comcast
Northrock	Warrenton, VA	100,032	2009	15.4	96%	94%	99%	100%	Harris Teeter, Longhorn Steakhouse, Ledo's Pizza, Capital One Bank, Novant Health
Olde Forte Village	Ft. Washington, MD	143,577	2003	16.0	98%	98%	92%	96%	Safeway, Advance Auto Parts, Dollar Tree, McDonald's, Wendy's, Ledo's Pizza, M&T Bank
Olney	Olney, MD	53,765	1975 (1990)	3.7	96%	93%	93%	94%	Walgreens, Olney Grille, Ledo's Pizza, Popeye's, Sardi's Fusion
Orchard Park	Dunwoody, GA	87,365	2007	10.5	100%	100%	99%	100%	Kroger, Subway, Jett Ferry Dental
Palm Springs Center	Altamonte Springs, FL	126,446	2005	12.0	97%	98%	100%	100%	Publix, Duffy's Sports Grill, Toojay's Deli, The Tile Shop, Rockler Tools, Humana Health, Sola Salons
Ravenwood	Baltimore, MD	93,328	1972 (2006)	8.0	93%	95%	97%	92%	Giant Food, Dominos, Bank of America
11503 Rockville Pike/5541 Nicholson Lane	Rockville, MD	40,249	2010 / 2012	3.0	57%	61%	61%	61%	Dr. Boyd's Pet Resort, Metropolitan Emergency Animal Clinic
1500/1580/1582 Rockville Pike	Rockville, MD	105,428	2012/2014	10.2	98%	100%	100%	97%	Party City, CVS Pharmacy, Persiano Furniture Gallery
Seabreeze Plaza	Palm Harbor, FL	146,673	2005	18.4	96%	94%	96%	99%	Publix, Petco, Planet Fitness, Vision Works, Clinical Care Medical Center
Marketplace at Sea Colony	Bethany Beach, DE	21,677	2008	5.1	100%	100%	100%	100%	Armand's Pizza, Candy Kitchen, Summer Salts, Fin's Alehouse, Vacasa

Property	Location	Leasable Area (Square Feet)	Year Acquired or Developed (Renovated)	Land Area (Acres)	Percentage Leased as of December 31, <sup>(1)</sup>				Anchor / Significant Tenants	
					2022	2021	2020	2019		2018
Shopping Centers (Continued)										
Seven Corners	Falls Church, VA	573,481	1973 (1994-7/07)	31.6	98%	98%	99%	99%	100%	The Home Depot, Giant Food, Michaels Arts & Crafts, Barnes & Noble, Ross Dress For Less, Ski Chalet, Off-Broadway Shoes, JoAnn Fabrics, Starbucks, Red Robin Gourmet Burgers, Chipotle, Wendy's, Burlington Coat Factory, Mattress Warehouse, J. P. Morgan Chase, Five Below
Severna Park Marketplace	Severna Park, MD	254,011	2011	20.6	95%	89%	89%	100%	100%	Giant Food, Kohl's, Office Depot, Goodyear, Chipotle, McDonald's, Five Guys, Unleashed (Petco), Jersey Mike's, Bath & Body Works, Wells Fargo, MOD Pizza
Shops at Fairfax	Fairfax, VA	68,762	1975 (1993/99)	6.7	100%	98%	97%	98%	100%	99 Ranch
Smallwood Village Center	Waldorf, MD	173,341	2006	25.1	90%	79%	75%	77%	79%	Safeway, CVS Pharmacy, Family Dollar
Southdale	Glen Burnie, MD	485,628	1972 (1986)	39.8	100%	94%	94%	97%	100%	The Home Depot, Michaels Arts & Crafts, Marshalls, PetSmart, Value City Furniture, Athletic Warehouse, Starbucks, Gallo Clothing, Office Depot, The Tile Shop, Mercy Health Care, Massage Envy, Potbelly, Capital One Bank, Chipotle, Banfield Pet Hospital, Glory Days Grill, Bank of America, Grocery Outlet
Southside Plaza	Richmond, VA	371,761	1972	32.8	95%	98%	96%	92%	89%	Super Fresh, Citi Trends, City of Richmond, McDonald's, Burger King, Kool Smiles, Crafty Crab, Roses
South Dekalb Plaza	Atlanta, GA	163,418	1976	14.6	94%	94%	87%	87%	93%	Big Lots, Emory Clinic, Roses, Deal \$, Humana Oak Street Health
Thruway	Winston-Salem, NC	365,816	1972 (1997)	31.5	90%	81%	80%	94%	96%	Harris Teeter, Trader Joe's, Talbots, Hanes Brands, Jos. A. Bank, Chico's, Loft, FedEx Office, New Balance, Aveda Salon, Carter's Kids, McDonald's, Chick-Fil-A, Wells Fargo Bank, Francesca's Collections, Great Outdoor Provision Company, White House / Black Market, Soma, J. Crew, Chop't, Lululemon, Orange Theory, Athleta, Sephora, O2 Fitness
Village Center	Centreville, VA	145,651	1990	17.2	89%	88%	88%	98%	98%	Giant Food, Starbucks, McDonald's, Pet Supplies Plus, Bikram Yoga, Capital One Bank, Truist Bank
Westview Village	Frederick, MD	103,186	2009	11.6	99%	89%	92%	97%	99%	Silver Diner, Sleepy's, Music & Arts, Firehouse Subs, CiCi's Pizza, Café Rio, Five Guys, Regus, Krispy Kreme, Wendy's, State Employees Credit Union (SECU)
White Oak	Silver Spring, MD	480,676	1972 (1993)	27.9	100%	100%	100%	100%	99%	Giant Food, Sears, Walgreens, Sarku Japan
Total Shopping Centers <sup>(3)</sup>		7,877,330		766.7	94.7%	93.4%	93.1%	95.5%	96.0%	



Percentage Leased as of December 31, <sup>(1)</sup>

Property	Location	Leasable Area (Square Feet)	Year Acquired or Developed (Renovated)	Land Area (Acres)	2022	2021	2020	2019	2018	Anchor / Significant Tenants
<b>Mixed-Use Properties</b>										
Avenel Business Park	Gaithersburg, MD	390,683	1981-2000	37.1	90%	87%	93%	91%	90%	General Services Administration, Gene Dx, Inc., American Type Culture Collection, Inc.
Clarendon Center-North Block	Arlington, VA	108,386	2010	0.6	85%	86%	83%	86%	100%	AT&T Mobility, Chipotle, Airlines Reporting Corporation
Clarendon Center-South Block	Arlington, VA	104,894	2010	1.3	71%	88%	88%	97%	97%	Trader Joe's, Circa, Burke & Herbert Bank, South Block Blends, Keppler Speakers Bureau, Leadership Institute, Capital One Bank, Massage Envy
Clarendon Center Residential-South Block (244 units)		188,671	2010		97%	98%	95%	95%	100%	
Park Van Ness-Residential (271 units)	Washington, DC	214,600	2016	1.4	97%	96%	95%	97%	97%	
Park Van Ness-Retail	Washington, DC	8,847	2016		32%	100%	100%	100%	100%	Sfoglina Pasta House
601 Pennsylvania Ave.	Washington, DC	227,651	1973 (1986)	1.0	76%	78%	90%	94%	98%	National Gallery of Art, American Assn. of Health Plans, Southern Company, Regus, Capital Grille
Washington Square	Alexandria, VA	236,376	1975 (2000)	2.0	78%	71%	80%	90%	91%	Academy of Managed Care Pharmacy, Cooper Carry, National PACE Association, International Information Systems Security Certification Consortium, Trader Joe's, FedEx Office, Talbots
The Waycroft-Residential (491 units)	Arlington, VA	404,709	2020	2.8	98%	97%	76%	N/A	N/A	
The Waycroft-Retail	Arlington, VA	60,048	2020		100%	91%	90%	N/A	N/A	Target, Enterprise Rent-A-Car, Silver Diner, Salon Lofts
Total Mixed Use Properties (3)		1,944,865		46.2	82.5% (2)	82.3% (2)	88.4% (2)	(2) 91.6% (2)	(2) 93.6% (2)	
Total Portfolio (3)		9,822,195		812.9	93.2% (2)	92.0% (2)	92.5% (2)	(2) 95.0% (2)	(2) 95.7% (2)	

Property	Location	Leasable Area (Square Feet)	Year Acquired or Developed (Renovated)	Land Area (Acres)	Development Activity
Land and Development Properties					
Hampden House	Bethesda, MD		2018	0.6	Excavation is complete and below grade construction of foundation systems is in progress.
Twinbrook Quarter	Rockville, MD		2021	8.2	Construction of the structure is ongoing. Concrete is being poured at the 12th level above ground, which is the final above ground level of the residential and retail portions of Phase I.
Ashland Square Phase II	Manassas, VA		2004	17.3	Marketing to grocers and other retail businesses, with a development timetable yet to be finalized.
New Market	New Market, MD		2005	35.5	Parcel will accommodate retail development in excess of 120,000 square feet near I-70, east of Frederick, Maryland. A development timetable has not been determined.
Total Development Properties				61.6	

- (1) Percentage leased is a percentage of rentable square feet leased for commercial space and a percentage of units leased for apartments. Prior year leased percentages, including Total Shopping Centers, Total Mixed-Use Properties and Total Portfolio have been recalculated to exclude the impact of properties sold or removed from service and, therefore, the percentages reported in this table may be different than the percentages previously reported.
- (2) Total percentage leased is for commercial space only.
- (3) For the purposes of the property count listed elsewhere in this document, residential and commercial are combined. The residential units at Clarendon South, Park Van Ness and The Waycroft are all part of the same building as the commercial tenants at those locations.

**Item 3. Legal Proceedings**

In the normal course of business, the Company is involved in litigation, including litigation arising out of the collection of rents, the enforcement or defense of the priority of its security interests, and the continued development and marketing of certain of its real estate properties. In the opinion of management, litigation that is currently pending should not have a material adverse impact on the financial condition or future operations of the Company.

**Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

#### Market Information

Shares of Saul Centers common stock are listed on the New York Stock Exchange under the symbol "BFS."

#### Holders

The approximate number of holders of record of the common stock was 146 as of February 23, 2023. Many of our shares of common stock are held by brokers and institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders.

#### Dividends and Distributions

Under the Code, REITs are subject to numerous organizational and operating requirements, including the requirement to distribute at least 90% of REIT taxable income. The Company distributed more than the required amount in 2022 and 2021. See Notes to Consolidated Financial Statements, No. 13, "Distributions." The Company may or may not elect to distribute in excess of 90% of REIT taxable income in future years.

The Company's estimate of cash flow available for distributions is believed to be based on reasonable assumptions and represents a reasonable basis for setting distributions. However, the actual results of operations of the Company will be affected by a variety of factors, including but not limited to actual rental revenue, operating expenses of the Company, interest expense, general economic conditions, federal, state and local taxes (if any), unanticipated capital expenditures, the adequacy of reserves and preferred dividends. While the Company intends to continue paying regular quarterly distributions, any future payments will be determined solely by the Board of Directors and will depend on a number of factors, including cash flow of the Company, its financial condition and capital requirements, the annual distribution amounts required to maintain its status as a REIT under the Code, and such other factors as the Board of Directors deems relevant. We are obligated to pay regular quarterly distributions to holders of preferred depositary shares, prior to distributions on the common stock.

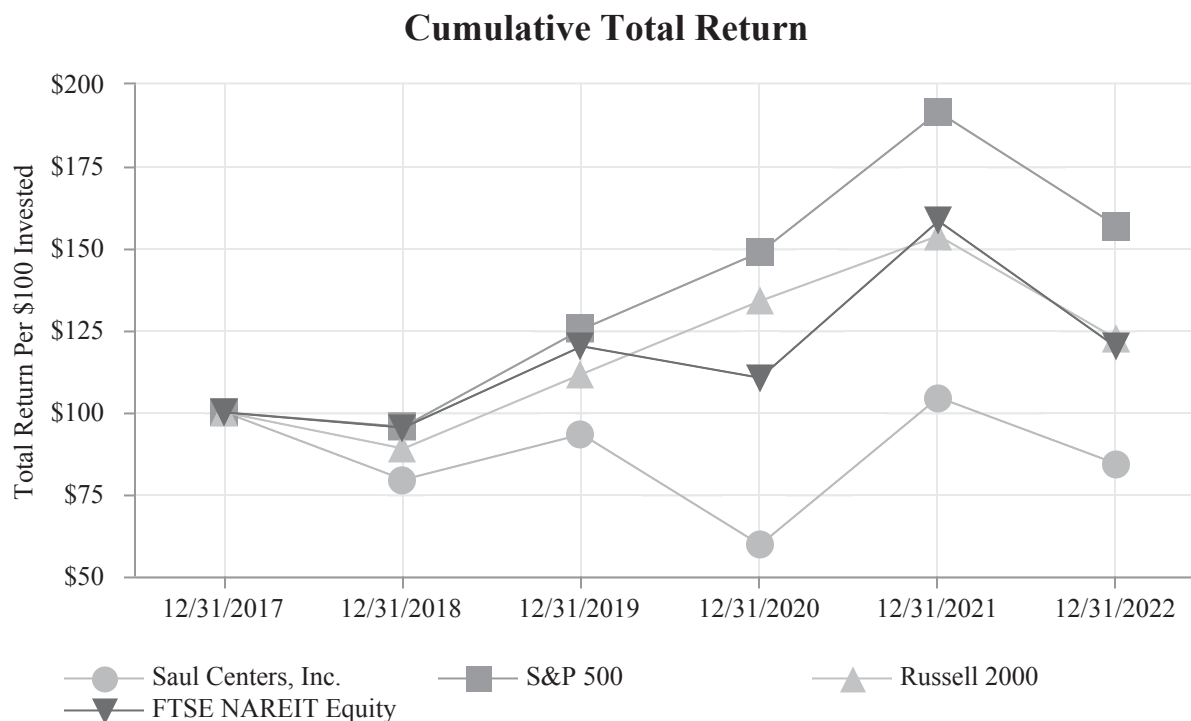
#### Acquisition of Equity Securities by the Saul Organization

Through participation in the Company's Dividend Reinvestment Plan, during the quarter ended December 31, 2022, (a) B. Francis Saul II, the Company's Chairman of the Board and Chief Executive Officer and (b) his spouse, acquired an aggregate of 3,287 shares of common stock at an average price of \$39.70 per share, in respect of the October 31, 2022 dividend distribution.

No shares were acquired pursuant to a publicly announced plan or program.

## Performance Graph

Rules promulgated under the Exchange Act require the Company to present a graph comparing the cumulative total stockholder return on its Common Stock with the cumulative total stockholder return of (i) a broad equity market index, and (ii) a published industry index or peer group. The following graph compares the cumulative total stockholder return of the Company's common stock, based on the market price of the common stock and assuming reinvestment of dividends, with the Financial Times Stock Exchange Group National Association of Real Estate Investment Trust Equity Index ("FTSE NAREIT Equity"), the S&P 500 Index ("S&P 500") and the Russell 2000 Index ("Russell 2000"). The graph assumes the investment of \$100 on December 31, 2017.



Index	Period Ended					
	12/31/2017	12/31/2018	12/31/2019	12/31/2020	12/31/2021	12/31/2022
Saul Centers, Inc. <sup>1</sup>	\$100.00	\$79.52	\$93.34	\$59.67	\$104.57	\$84.32
S&P 500 <sup>2</sup>	\$100.00	\$95.62	\$125.34	\$148.85	\$191.58	\$156.85
Russell 2000 <sup>3</sup>	\$100.00	\$88.99	\$111.70	\$134.00	\$153.85	\$122.37
FTSE NAREIT Equity <sup>4</sup>	\$100.00	\$95.38	\$120.17	\$110.56	\$158.36	\$119.83

<sup>1</sup> Source: S&P Capital I.Q.

<sup>2</sup> Source: Bloomberg

<sup>3</sup> Source: FTSE Russell

<sup>4</sup> Source: FTSE National Association of Real Estate Investment Trusts



## **Item 6. [Reserved]**

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) begins with the Company's primary business strategy to give the reader an overview of the goals of the Company's business. This is followed by a discussion of the critical accounting policies that the Company believes are important to understanding the assumptions and judgments incorporated in the Company's reported financial results. The next section discusses the Company's results of operations for the past two years. Beginning on page 43, the Company provides an analysis of its liquidity and capital resources, including discussions of its cash flows, debt arrangements, sources of capital and financial commitments. On page 49, the Company discusses funds from operations, or FFO, which is a non-GAAP financial measure of performance of an equity REIT used by the REIT industry.

The following discussion and analysis should be read in conjunction with the Consolidated Financial Statements and related footnotes included elsewhere in this Annual Report on Form 10-K. We make statements in this section that are forward-looking statements within the meaning of the federal securities laws. For a complete discussion of forward-looking statements, see the section in this report entitled "Forward-Looking Statements." Certain risks may cause our actual results, performance or achievements to differ materially from those expressed or implied by the following discussion. For a discussion of such risk factors, see "Item 1A. Risk Factors."

### **Impact of COVID-19**

If the effects of COVID-19 result in deterioration of economic and market conditions, including supply chain issues, or if the Company's expected holding period for assets changes, subsequent tests for impairment could result in impairment charges in the future. The Company can provide no assurance that material impairment charges with respect to the Company's investment properties will not occur during future periods. As of December 31, 2022, we have not identified any impairment triggering events, including the impact of COVID-19 and corresponding tenant requests for rent relief. Therefore, under applicable GAAP guidance, no impairment charges have been recorded. However, we have yet to see the long-term effects of COVID-19 and the extent to which it may impact our tenants in the future. Indications of a tenant's inability to continue as a going concern, changes in our view or strategy relative to a tenant's business or industry as a result of COVID-19, or changes in our long-term hold strategies, could be indicative of an impairment triggering event. Accordingly, the Company will continue to monitor circumstances and events in future periods to determine whether impairment charges are warranted.

As of January 31, 2023, payments by tenants of contractual base rent and operating expense and real estate tax recoveries for the 2022 fourth quarter totaled approximately 98.6%.

The Company is and will continue to be actively engaged in collection efforts related to uncollected rent, and the Company will continue to work with certain tenants who request rent deferrals, however, the Company can provide no assurance that such efforts or our efforts in future periods will be successful.

Deferral agreements executed with certain tenants as a result of business disruption that occurred at the onset of the COVID-19 pandemic generally deferred 30 to 90 days of rent, operating expense and real estate tax recovery payments until a later time in the lease term with repayment typically occurring over a 12-month period generally commencing in 2021. We continued to accrue rental revenue during the deferral period.

The following is a summary of the Company's executed rent deferral agreements and repayments as of January 31, 2023, with the exception of amounts due, which are as of December 31, 2022.

Rent Deferral Agreements					
<i>(Dollars in thousands)</i>					
Total Deferred Rent	Amount Due	Amount Written Off	Amount Unpaid	Amount Collected	Collection Percentage (based on payments currently due)
\$ 9,366	\$ 8,353	\$ 318	\$ 33	\$ 8,002	96 %

The extent of the effects of COVID-19 on the Company's business, results of operations, cash flows, and growth prospects is highly uncertain and will ultimately depend on future developments, none of which can be predicted with any certainty. See Item 1A. Risk Factors. Management and the Board of Directors will continue to actively monitor the effects of the COVID-19 pandemic, including governmental directives in the jurisdictions in which we operate and the recommendations of public health authorities, and will, as needed, take further measures to adapt the Company's business in the best interests of our stockholders and personnel. The extent to which COVID-19 impacts our operations and those of our tenants will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the scope, severity and duration of the outbreak, the actions taken to contain the outbreak or mitigate its impact, and the direct and indirect economic effects of the outbreak and containment measures, among others.

We anticipate that some tenants eventually will not be able to pay amounts due and we will incur losses against our rent receivables. The extent and timing of the recognition of such losses will depend on future developments, which are highly uncertain and cannot be predicted. Management considers reserves established as of December 31, 2022, against such potential losses to be reasonable and adequate. Rent collections during the fourth quarter and rent relief requests to-date may not be indicative of collections or requests in any future period.

#### Overview

The Company's primary strategy is to continue to focus on diversification of its assets through development of transit-oriented, residential mixed-use projects in the Washington, D.C. metropolitan area. The Company's operating strategy also includes improvement of the operating performance of its assets, internal growth of its Shopping Centers through the addition of pad sites, and supplementing its development pipeline with selective redevelopment and renovations of its core Shopping Centers. The Company has a pipeline of entitled sites in its portfolio, some of which are currently shopping center operating properties, for development of up to 3,700 apartment units and 975,000 square feet of retail and office space. All such sites are located adjacent to WMATA red line Metro stations in Montgomery County, Maryland.

The Company intends to selectively add free-standing pad site buildings within its Shopping Center portfolio, and replace underperforming tenants with tenants that generate strong traffic, including anchor stores such as supermarkets and drug stores. The Company has executed leases or leases are under negotiation for seven more pad sites.

In recent years, there has been a limited amount of quality properties for sale and pricing of those properties has escalated. Accordingly, management believes acquisition opportunities for investment in existing and new shopping center and mixed-use properties in the near future is uncertain. Nevertheless, because of the Company's conservative capital structure, including its cash and capacity under its revolving credit facility, management believes that the Company is positioned to take advantage of additional investment opportunities as attractive properties are identified and market conditions improve. (See "Item 1. Business - Capital Policies".) It is management's view that several of the sub-markets in which the Company operates have, or are expected to have in the future, attractive supply/demand characteristics. The Company will continue to evaluate acquisition, development and redevelopment as integral parts of its overall business plan.

Prior to the COVID-19 pandemic, economic conditions within the local Washington, DC metropolitan area had remained relatively stable. Issues facing the Federal government relating to taxation, spending and interest rate policy will likely continue to impact the office, retail and residential real estate markets over the coming years. Because the majority of the Company's property operating income is produced by our Shopping Centers, we continually monitor the implications of government policy changes, as well as shifts in consumer demand between on-line and in-store shopping, on future shopping center construction and retailer store expansion plans. Based on our observations, we continue to adapt our marketing and merchandising strategies in ways to maximize our future performance. The Company's commercial leasing percentage, on a same property basis, which excludes the impact of properties not in operation for the entirety of the comparable periods, increased to 93.2% at December 31, 2022, from 92.0% at December 31, 2021.

The Company maintains a ratio of total debt to total asset value of under 50%, which allows the Company to obtain additional secured borrowings if necessary. As of December 31, 2022, including \$100.0 million of hedged variable-rate debt, total fixed-rate debt with staggered maturities from 2023 to 2041 represented approximately 86.8% of the Company's notes payable, thus minimizing refinancing risk. The Company's unhedged variable-rate debt consists of \$164.0 million outstanding under the Credit Facility. As of December 31, 2022, the Company has availability of approximately \$212.1 million under its Credit Facility.

Although it is management's present intention to concentrate future acquisition and development activities on transit-centric, primarily residential mixed-use properties in the Washington, D.C./Baltimore metropolitan area, the Company may, in the future, also acquire other types of real estate in other areas of the country as opportunities present themselves. The Company plans to continue to diversify in terms of property types, locations, size and market, and it does not set any limit on the amount or percentage of assets that may be invested in any one property or any one geographic area.

The following table sets forth average annualized base rent per square foot and average annualized effective rent per square foot for the Company's commercial properties (all properties except for the apartments within The Waycroft, Clarendon Center and Park Van Ness properties). For purposes of this table, annualized effective rent is annualized base rent minus amortized tenant improvements and amortized leasing commissions.

	Commercial Rents		
	Year ended December 31,		
	2022	2021	2020
Base rent	\$ 20.55	\$ 20.63	\$ 19.97
Effective rent	\$ 18.95	\$ 18.91	\$ 18.25

### Critical Accounting Policies

The Company's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"), which requires management to make certain estimates and assumptions that affect the reporting of financial position and results of operations. See Note 2 to the Consolidated Financial Statements in this report. The Company has identified the following policies that, due to estimates and assumptions inherent in those policies, involve a relatively high degree of judgment and complexity.

#### *Real Estate Investments*

Real estate investment properties are stated at historic cost less depreciation. Although the Company intends to own its real estate investment properties over a long term, from time to time it will evaluate its market position, market conditions, and other factors and may elect to sell properties that do not conform to the Company's investment profile. Management believes that the Company's real estate assets have generally appreciated in value since their acquisition or development and, accordingly, the aggregate current value exceeds their aggregate net book value and also exceeds the value of the Company's liabilities as reported in the financial statements. Because the financial statements are prepared in conformity with GAAP, they do not report the current value of the Company's real estate investment properties.

If there is an event or change in circumstance that indicates a potential impairment in the value of a real estate investment property, the Company prepares an analysis to determine whether the carrying value of the real estate investment property exceeds its estimated fair value. The Company considers both quantitative and qualitative factors in identifying impairment indicators including recurring operating losses, significant decreases in occupancy, and significant adverse changes in market conditions, legal factors and business climate. If impairment indicators are present, the Company compares the projected cash flows of the property over its remaining useful life, on an undiscounted basis, to the carrying value of that property. The Company assesses its undiscounted projected cash flows based upon estimated capitalization rates, historic operating results and market conditions that may affect the property. If the carrying value is greater than the undiscounted projected cash flows, the Company would recognize an impairment loss equivalent to an amount required to adjust the carrying amount to its then estimated fair value. The fair value of any property is sensitive to the actual results of any of the aforementioned estimated factors, either individually or taken as a whole. Should the actual results differ from management's projections, the valuation could be negatively or positively affected.

#### *Accounts Receivable, Accrued Income, and Allowance for Doubtful Accounts*

Accounts receivable primarily represent amounts currently due from tenants in accordance with the terms of their respective leases. Individual leases are assessed for collectability and, upon the determination that the collection of rents is not probable, accrued rent and accounts receivable are charged off, and the charge off is reflected as an adjustment to rental revenue. Revenue from leases where collection is not probable is recorded on a cash basis until collectability is determined to be probable. We also assess whether operating lease receivables, at the portfolio level, are appropriately valued based upon an analysis of balances outstanding, effects of tenant bankruptcies, historical levels of bad debt and current economic trends. Additionally, because of the uncertainties related to the impact of the COVID-19 pandemic, our assessment also takes into consideration the types of business conducted by tenants and current discussions with the tenants, as well as recent rent collection experience. Evaluating and estimating uncollectable lease payments and related receivables requires a significant amount of judgment by management and is based on the best information available to management at the time of evaluation. Actual results could differ from these estimates.

#### *Legal Contingencies*

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business, which are generally covered by insurance. While the resolution of these matters cannot be predicted with certainty, the Company believes the final outcome of current matters will not have a material adverse effect on its financial position or the results of operations. Upon determination that a loss is probable to occur, the estimated amount of the loss is recorded in the financial statements. Both the amount of the loss and the point at which its occurrence is considered probable can be difficult to determine.



## Results of Operations

The following is a discussion of the components of revenue and expense for the entire Company. This section generally discusses 2022 and 2021 items and year-to-year comparisons between 2022 and 2021. Discussions of 2020 items and year-to-year comparisons between 2021 and 2020 that are not included in this Form 10-K can be found in “Management’s Discussion and Analysis of Financial Condition and Results of Operations”

Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed on February 24, 2022.

### Revenue

(Dollars in thousands)

	Year ended December 31,			Percentage Change	
	2022	2021	2020	2022 from 2021	2021 from 2020
Base rent	\$ 201,182	\$ 197,930	\$ 188,636	1.6 %	4.9 %
Expense recoveries	36,025	34,500	34,678	4.4 %	(0.5)%
Percentage rent	1,632	1,504	927	8.5 %	62.2 %
Other property revenue	1,910	1,393	1,252	37.1 %	11.3 %
Credit (losses) recoveries on operating lease receivables, net	88	(812)	(5,212)	NM	NM
Rental revenue	240,837	234,515	220,281	2.7 %	6.5 %
Other revenue	5,023	4,710	4,926	6.6 %	(4.4)%
Total revenue	<u>\$ 245,860</u>	<u>\$ 239,225</u>	<u>\$ 225,207</u>	2.8 %	6.2 %

NM = Not Meaningful

Total revenue increased 2.8% in 2022 compared to 2021 as described below.

#### Base rent

The \$3.3 million increase in base rent in 2022 compared to 2021 was primarily attributable to increased rental rates, lower vacancy and lower concessions at The Waycroft, which had a total impact of \$2.8 million.

#### Expense recoveries

The \$1.5 million increase in expense recoveries in 2022 compared to 2021 is primarily attributable to an increase in recoverable property operating expenses.

#### Other property revenue

The \$0.5 million increase in 2022 compared to 2021 is primarily attributable to (a) higher late fees and interest charges of \$0.3 million and (b) higher residential move-in fees of \$0.1 million.

#### Credit (losses) recoveries on operating lease receivables, net

Credit (losses) recoveries on operating lease receivables, net during 2022 decreased \$0.9 million from 2021. The decrease, which increases income, is primarily due to higher collections in 2022 of previously reserved lease receivables.

#### Other Revenue

Other revenue increased \$0.3 million primarily due to (a) higher parking revenue of \$0.6 million, partially offset by (b) lower lease termination fees of \$0.3 million.

**Expenses***(Dollars in thousands)*

	Year ended December 31,			Percentage Change	
	2022	2021	2020	2022 from 2021	2021 from 2020
Property operating expenses	\$ 35,934	\$ 32,881	\$ 28,857	9.3 %	13.9 %
Real estate taxes	28,588	28,747	29,560	(0.6)%	(2.8)%
Interest expense, net and amortization of deferred debt costs	43,937	45,424	46,519	(3.3)%	(2.4)%
Depreciation and amortization of deferred leasing costs	48,969	50,272	51,126	(2.6)%	(1.7)%
General and administrative	22,392	20,252	19,107	10.6 %	6.0 %
Loss on early extinguishment of debt	648	—	—	NM	NM
Total expenses	<u>\$180,468</u>	<u>\$177,576</u>	<u>\$175,169</u>	1.6 %	1.4 %

NM = Not Meaningful

Total expenses increased 1.6% in 2022 compared to 2021 as described below.

*Property operating expenses*

Property operating expenses increased \$3.1 million in 2022 compared to 2021 primarily due to (a) increased repairs and maintenance costs across the portfolio of \$1.7 million, (b) higher property employee costs of \$0.4 million, (c) increased utilities across the portfolio of \$0.3 million, (d) higher parking expenses in the Mixed-Use portfolio of \$0.3 million, and (e) higher real estate tax appeal fees across the portfolio of \$0.2 million.

*Interest expense, net and amortization of deferred debt costs*

Interest expense, net and amortization of deferred debt costs decreased \$1.5 million in 2022 compared to 2021 primarily due to (a) higher capitalization of interest of \$4.4 million related to Twinbrook and Hampden House, (b) lower interest incurred of \$2.0 million due to a lower weighted average rate over the period, and (c) the extinguishment of the finance lease liability related to the land underlying the leasehold interest for Twinbrook of \$0.4 million, partially offset by (d) higher interest incurred of \$5.2 million due to higher average outstanding debt balances over the period.

*Depreciation and amortization of deferred leasing costs*

Depreciation and amortization of deferred leasing costs decreased \$1.3 million in 2022 compared to 2021 primarily due to (a) lower depreciation expense of \$0.8 million during the period and (b) lower amortization of deferred leasing costs of \$0.5 million during the period.

*General and administrative*

General and administrative costs increased \$2.1 million in 2022 compared to 2021 primarily due to (a) higher employee costs of \$1.3 million and (b) higher loan administration costs of \$0.7 million.

*Loss on early extinguishment of debt*

Loss on early extinguishment of debt increased \$0.6 million due to the early refinance of loans at Great Falls Center and Village Center.

### Same property revenue and same property operating income

Same property revenue and same property operating income are non-GAAP financial measures of performance and improve the comparability of these measures by excluding the results of properties which were not in operation for the entirety of the comparable reporting periods.

We define same property revenue as total revenue minus the revenue of properties not in operation for the entirety of the comparable reporting periods, and we define same property operating income as net income plus (a) interest expense, net and amortization of deferred debt costs, (b) depreciation and amortization of deferred leasing costs, (c) general and administrative expenses, (d) change in fair value of derivatives, and (e) loss on the early extinguishment of debt minus (f) gains on sale of property and (g) the operating income of properties that were not in operation for the entirety of the comparable periods.

Other REITs may use different methodologies for calculating same property revenue and same property operating income. Accordingly, our same property revenue and same property operating income may not be comparable to those of other REITs.

Same property revenue and same property operating income are used by management to evaluate and compare the operating performance of our properties, and to determine trends in earnings, because these measures are not affected by the cost of our funding, the impact of depreciation and amortization expenses, gains or losses from the acquisition and sale of operating real estate assets, general and administrative expenses or other gains and losses that relate to ownership of our properties. We believe the exclusion of these items from revenue and operating income is useful because the resulting measures capture the actual revenue generated and actual expenses incurred by operating our properties.

Same property revenue and same property operating income are measures of the operating performance of our properties but do not measure our performance as a whole. Such measures are therefore not substitutes for total revenue, net income or operating income as computed in accordance with GAAP.

The tables below provide reconciliations of property revenue and property operating income under GAAP to same property revenue and same property operating income for the indicated periods. No properties were excluded from same property results for the 2022 Period.

Same property revenue

(in thousands)	Year ended December 31,	
	2022	2021
<b>Total revenue</b>	\$ 245,860	\$ 239,225
Less: Acquisitions, dispositions and development properties	—	—
<b>Total same property revenue</b>	<u>\$ 245,860</u>	<u>\$ 239,225</u>
<b>Shopping centers</b>	\$ 172,055	\$ 169,681
<b>Mixed-Use properties</b>	73,805	69,544
<b>Total same property revenue</b>	<u>\$ 245,860</u>	<u>\$ 239,225</u>
<b>Total Shopping Center revenue</b>	\$ 172,055	\$ 169,681
Less: Shopping Center acquisitions, dispositions and development properties	—	—
<b>Total same Shopping Center revenue</b>	<u>\$ 172,055</u>	<u>\$ 169,681</u>
<b>Total Mixed-Use property revenue</b>	\$ 73,805	\$ 69,544
Less: Mixed-Use acquisitions, dispositions and development properties	—	—
<b>Total same Mixed-Use revenue</b>	<u>\$ 73,805</u>	<u>\$ 69,544</u>

The \$6.6 million increase in same property revenue in 2022 compared to 2021 was primarily due to (a) higher base rent of \$3.4 million, (b) higher expense recoveries of \$1.5 million, (c) lower credit losses on operating lease receivables of \$0.7 million and (d) higher other property revenue of \$0.5 million.

Mixed-Use same property revenue is composed of the following:

(In thousands)	Year Ended December 31,	
	2022	2021
Office mixed-use properties (1)	\$ 37,845	\$ 37,561
Residential mixed-use properties (retail activity) (2)	3,984	3,530
Residential mixed-use properties (residential activity) (3)	31,976	28,453
<b>Total Mixed-Use same property revenue</b>	<u>\$ 73,805</u>	<u>\$ 69,544</u>

- (1) Includes Avenel Business Park, Clarendon Center – North and South Blocks, 601 Pennsylvania Avenue and Washington Square
- (2) Includes The Waycroft and Park Van Ness
- (3) Includes Clarendon South Block, The Waycroft and Park Van Ness



## Same property operating income

(In thousands)	Year Ended December 31,	
	2022	2021
<b>Net income</b>	\$ 65,392	\$ 61,649
Add: Interest expense, net and amortization of deferred debt costs	43,937	45,424
Add: Depreciation and amortization of deferred leasing costs	48,969	50,272
Add: General and administrative	22,392	20,252
Add: Loss on early extinguishment of debt	648	—
Property operating income	181,338	177,597
Less: Acquisitions, dispositions and development properties	—	—
Total same property operating income	<u>\$ 181,338</u>	<u>\$ 177,597</u>
<b>Shopping Centers</b>	\$ 135,160	\$ 133,897
<b>Mixed-Use properties</b>	46,178	43,700
Total same property operating income	<u>\$ 181,338</u>	<u>\$ 177,597</u>
<b>Shopping Center operating income</b>	\$ 135,160	\$ 133,897
Less: Shopping Center acquisitions, dispositions and development properties	—	—
Total same Shopping Center operating income	<u>\$ 135,160</u>	<u>\$ 133,897</u>
<b>Mixed-Use property operating income</b>	\$ 46,178	\$ 43,700
Less: Mixed-Use acquisitions, dispositions and development properties	—	—
Total same Mixed-Use property operating income	<u>\$ 46,178</u>	<u>\$ 43,700</u>

During the year ended 2022, Shopping Center same property operating income increased 0.9% and Mixed-Use same property operating income increased 5.7%. Shopping Center same property operating income increased primarily due to higher base rent of \$1.2 million. Mixed-Use same property operating income increased primarily due to (a) higher base rent of \$2.2 million and (b) higher parking income, net of expenses of \$0.3 million.

Mixed-Use same property operating income is composed of the following:

(In thousands)	Year Ended December 31,	
	2022	2021
Office mixed-use properties (1)	\$ 24,367	\$ 24,545
Residential mixed-use properties (retail activity) (2)	2,917	2,658
Residential mixed-use properties (residential activity) (3)	18,894	16,497
Total Mixed-Use same property operating income	<u>\$ 46,178</u>	<u>\$ 43,700</u>

- (1) Includes Avenel Business Park, Clarendon Center – North and South Blocks, 601 Pennsylvania Avenue and Washington Square
- (2) Includes The Waycroft and Park Van Ness
- (3) Includes Clarendon South Block, The Waycroft and Park Van Ness

### Impact of Inflation

The impact of rising operating expenses due to inflation on the operating performance of the Company's portfolio is partially mitigated by terms in substantially all of the Company's leases, which contain provisions designed to increase revenues to offset the adverse impact of inflation on the Company's results of operations. These provisions include upward periodic adjustments in base rent due from tenants, usually based on a stipulated increase, and, to a lesser extent, on the change in the consumer price index, commonly referred to as the CPI.

In addition, substantially all of the Company's properties are leased to tenants under long-term leases, which provide for reimbursement of operating expenses by tenants. These leases tend to reduce the Company's exposure to rising property expenses due to inflation. Inflation and increased costs may have an adverse impact on the Company's tenants if increases in their operating expenses exceed increases in their revenue.

### Liquidity and Capital Resources

Cash and cash equivalents were \$13.3 million and \$14.6 million at December 31, 2022 and 2021, respectively. The changes in cash and cash equivalents during the years ended December 31, 2022 and 2021 were attributable to operating, investing and financing activities, as described below.

<i>(in thousands)</i>	Year Ended December 31,	
	2022	2021
Net cash provided by operating activities	\$ 121,151	\$ 118,427
Net cash used in investing activities	(116,888)	(55,918)
Net cash used in financing activities	(5,578)	(74,771)
Decrease in cash and cash equivalents	<u>\$ (1,315)</u>	<u>\$ (12,262)</u>

#### *Operating Activities*

Net cash provided by operating activities represents cash received primarily from rental revenue, plus other revenue, less property operating expenses, leasing costs, normal recurring general and administrative expenses and interest payments on outstanding debt.

#### *Investing Activities*

Net cash used in investing activities includes property acquisitions, developments, redevelopments, tenant improvements and other property capital expenditures. The \$61.0 million increase in cash used in investing activities is primarily due to (a) higher development expenditures of \$75.2 million, partially offset by (b) lower acquisitions of real estate investments of \$9.0 million and (c) lower additions to real estate investments throughout the portfolio of \$5.2 million.

#### *Financing Activities*

Net cash used in financing activities represents (a) cash received from loan proceeds and issuance of common stock, preferred stock and limited partnership units minus (b) cash used to repay and curtail loans, redeem preferred stock and pay dividends and distributions to holders of common stock, preferred stock and limited partnership units. See Note 5 to the Consolidated Financial Statements for a discussion of financing activity.

#### *Liquidity Requirements*

Short-term liquidity requirements consist primarily of normal recurring operating expenses and capital expenditures, debt service requirements (including debt service relating to additional and replacement debt), distributions to common and preferred stockholders, distributions to unit holders and amounts required for expansion and renovation of the Current Portfolio Properties and selective acquisition and development of additional

properties. In order to qualify as a REIT for federal income tax purposes, the Company must distribute to its stockholders at least 90% of its “real estate investment trust taxable income,” as defined in the Code. The Company expects to meet these short-term liquidity requirements (other than amounts required for additional property acquisitions and developments) through cash provided from operations, available cash and its existing line of credit.

The Company is developing Twinbrook Quarter Phase I (“Phase I”) located in Rockville, Maryland. Phase I includes an 80,000 square foot Wegmans, approximately 25,000 square feet of small shop space, 450 apartments and a 230,000 square foot office building. The office tower portion of Phase I is not being constructed at this time. In connection with the development of the residential and retail portions of Phase I, we must also invest in infrastructure and other items that will support both Phase I and other portions of the development of Twinbrook Quarter. The total cost of the project is expected to be approximately \$331.5 million, of which \$271.4 million is related to the development of the residential and retail portions of Phase I and \$60.1 million is related to infrastructure and other items. A portion of the project will be financed by a \$145.0 million construction-to-permanent loan. Construction of the structure is ongoing. Concrete is being poured at the 12th level above ground, which is the final above ground level of the residential and retail portions of Phase I. Initial delivery of Phase I is anticipated in late 2024. The development potential of all phases of the entire 18.4 acre Twinbrook Quarter site totals 1,865 residential units, 473,000 square feet of retail space, and 431,000 square feet of office space.

The Company is developing Hampden House, a project located in downtown Bethesda, Maryland that will include up to 366 apartment units and 10,100 square feet of retail space. The total cost of the project is expected to be approximately \$246.4 million, a portion of which will be financed by a \$133.0 million construction-to-permanent loan. Excavation is complete and below grade construction of foundation systems is in progress. Construction is expected to be completed during 2025.

Long-term liquidity requirements consist primarily of obligations under our long-term debt and dividends paid to our preferred shareholders. The Company anticipates that long-term liquidity requirements will also include amounts required for property acquisitions and developments. The Company may also redevelop certain of the Current Portfolio Properties and may develop additional freestanding outparcels or expansions within certain of the Shopping Centers. Acquisition and development of properties are undertaken only after careful analysis and review, and management’s determination that such properties are expected to provide long-term earnings and cash flow growth. During the coming year, developments, expansions or acquisitions (if any) are expected to be funded with available cash, bank borrowings from the Company’s credit line, construction and permanent financing, proceeds from the operation of the Company’s Dividend Reinvestment Plan (“DRIP”) or other external debt or equity capital resources available to the Company. Any future borrowings may be at the Saul Centers, Operating Partnership or Subsidiary Partnership level, and securities offerings may include (subject to certain limitations) the issuance of additional limited partnership interests in the Operating Partnership which can be converted into shares of Saul Centers common stock. The availability and terms of any such financing will depend upon market and other conditions.

#### *Contractual Payment Obligations*

As of December 31, 2022, the Company had unfunded contractual payment obligations totaling approximately \$258.9 million, excluding operating obligations, due within the next 12 months. The table below shows the total contractual payment obligations as of December 31, 2022.

<i>(Dollars in thousands)</i>	Payments Due By Period		
	One Year or Less	More Than One Year	Total
Notes Payable:			
Interest	\$ 50,140	\$ 316,355	\$ 366,495
Scheduled Principal	32,926	287,872	320,798
Balloon Payments	9,225	908,660	917,885
Subtotal	92,291	1,512,887	1,605,178
Corporate Headquarters Lease (1)	801	2,697	3,498
Development and Predevelopment Obligations	152,299	31,293	183,592
Tenant Improvements	13,550	107,631	121,181
Total Contractual Obligations	<u>\$ 258,941</u>	<u>\$ 1,654,508</u>	<u>\$ 1,913,449</u>

- (1) See Note 7 to Consolidated Financial Statements. Corporate Headquarters Lease amounts represent an allocation to the Company based upon employees' time dedicated to the Company's business as specified in the Shared Services Agreement. Future amounts are subject to change as the number of employees employed by each of the parties to the lease fluctuates.



### *Dividend Reinvestments*

In December 1995, the Company established a Dividend Reinvestment Plan (the “Plan”) to allow its common stockholders and holders of limited partnership interests an opportunity to buy additional shares of common stock by reinvesting all or a portion of their dividends or distributions. The Plan provides for investing in newly issued shares of common stock at a 3% discount from market price without payment of any brokerage commissions, service charges or other expenses. All expenses of the Plan are paid by the Company. The Company issued 138,142 and 287,239 shares under the Plan at a weighted average discounted price of \$48.56 and \$39.17 per share during the years ended December 31, 2022 and 2021, respectively. The Company issued 26,659 and 61,009 limited partnership units under the Plan at a weighted average price of \$49.81 and \$39.74 per unit during the years ended December 31, 2022 and 2021, respectively. The Company also credited 5,815 and 6,376 shares to directors pursuant to the reinvestment of dividends specified by the Directors’ Deferred Compensation Plan at a weighted average discounted price of \$46.74 and \$39.31 per share, during the years ended December 31, 2022 and 2021, respectively.

### Capital Strategy and Financing Activity

As a general policy, the Company intends to maintain a ratio of its total debt to total asset value of 50% or less and to actively manage the Company’s leverage and debt expense on an ongoing basis in order to maintain prudent coverage of fixed charges. Asset value is the aggregate fair market value of the Current Portfolio Properties and any subsequently acquired properties as reasonably determined by management by reference to the properties’ aggregate cash flow. Given the Company’s current debt level, it is management’s belief that the ratio of the Company’s debt to total asset value was below 50% as of December 31, 2022.

The organizational documents of the Company do not limit the absolute amount or percentage of indebtedness that it may incur. The Board of Directors may, from time to time, reevaluate the Company’s debt capitalization policy in light of current economic conditions, relative costs of capital, market values of the Company property portfolio, opportunities for acquisition, development or expansion, and such other factors as the Board of Directors then deems relevant. The Board of Directors may modify the Company’s debt capitalization policy based on such a reevaluation without shareholder approval and may increase or decrease the Company’s debt to total asset ratio above or below 50% or may waive the policy for certain periods of time. The Company continues to refinance or renegotiate the terms of its outstanding debt in order to extend maturities and obtain generally more favorable loan terms, whenever management determines the financing environment is favorable.

The Company's financing activity is described within Note 5 to the Consolidated Financial Statements. The following is a summary of notes payable as of December 31, 2022 and 2021.

Notes Payable (Dollars in thousands)	Year Ended December 31,		Interest Rate*	Scheduled Maturity*
	2022	2021		
Lansdowne Town Center	\$ —	\$ 28,533	5.62 %	Jun-2022
Orchard Park	—	8,812	6.08 %	Sep-2022
BJ's Wholesale Club	9,345	9,692	6.43 %	Apr-2023
Great Falls Center	—	8,651	6.61 %	Feb-2024
Leesburg Pike Center	12,543	13,213	7.35 %	Jun-2024
Village Center	—	11,528	7.60 %	Jun-2024
White Oak	19,985	20,874	6.89 %	Jul-2024
Avenel Business Park	22,906	24,108	7.45 %	Jul-2024
Ashburn Village	23,039	24,186	7.30 %	Jan-2025
Ravenwood	11,975	12,553	6.18 %	Jan-2026
Clarendon Center	86,264	90,600	5.31 %	Apr-2026
Severna Park Marketplace	25,857	27,197	4.30 %	Oct-2026
Kentlands Square II	29,658	31,155	4.53 %	Nov-2026
Cranberry Square	13,946	14,634	4.70 %	Dec-2026
Fixed-rate portion of Credit Facility	100,000	—	4.38 %	Feb-2027
Seven Corners	—	56,413	5.84 %	May-2027
Hampshire-Langley	12,231	12,868	4.04 %	Apr-2028
Beacon Center	—	32,170	3.51 %	Jun-2028
Seabreeze Plaza	13,302	13,897	3.99 %	Sep-2028
Great Falls Center	31,313	—	3.91 %	Sep-2029
Shops at Fairfax / Boulevard	23,443	24,398	3.69 %	Mar-2030
Northrock	12,652	13,108	3.99 %	Apr-2030
Burtonsville Town Square	33,439	34,558	3.39 %	Feb-2032
Park Van Ness	62,813	64,661	4.88 %	Sep-2032
Washington Square	52,030	53,745	3.75 %	Dec-2032
Broadlands Village	28,858	29,613	4.41 %	Nov-2033
The Glen	20,827	21,393	4.69 %	Jan-2034
Olde Forte Village	20,136	20,682	4.65 %	Feb-2034
Olney	12,476	12,299	8.00 %	Apr-2034
Shops at Monocacy	26,422	27,143	4.14 %	Dec-2034
Ashbrook Marketplace	20,807	21,329	3.80 %	Aug-2035
Kentlands	28,157	28,899	3.43 %	Aug-2035
The Waycroft	152,679	156,116	4.67 %	Sep-2035
Village Center	25,057	—	4.14 %	Aug-2037
Beacon Center / Seven Corners	142,522	—	5.05 %	Oct-2037
Total fixed rate	1,074,682	949,028	4.77 %	8.77 years
Variable rate loans:				
Variable-rate portion of Credit Facility	164,000	206,000	SOFR + 1.50%	Aug-2025
Total variable rate	164,000	206,000	5.80 %	2.66 years
Total notes payable	\$ 1,238,682	\$ 1,155,028	4.91 %	7.96 years

\* Totals computed using weighted averages.

On February 23, 2022, the Company closed on a \$133.0 million construction-to-permanent loan, the proceeds of which will be used to partially fund Hampden House. The loan matures in 2040, bears interest at a fixed rate of 3.90%, and requires interest only payments, which will be funded by the loan, until conversion to permanent. The conversion is expected in the first quarter of 2026, and thereafter, monthly principal and interest payments based on a 25-year amortization schedule will be required.

On March 11, 2022, the Company repaid in full the remaining principal balance of \$28.3 million of the mortgage loan secured by Lansdowne Town Center, which was scheduled to mature in June 2022.

On June 7, 2022, the Company repaid in full the remaining principal balance of \$8.6 million of the mortgage loan secured by Orchard Park, which was scheduled to mature in September 2022.

On August 4, 2022, the Company closed on a 15-year, non-recourse, \$25.3 million mortgage secured by Village Center. The loan matures in 2037, bears interest at a fixed-rate of 4.14%, requires monthly principal and interest payments of \$135,200 based on a 25-year amortization schedule and requires a final payment of \$13.4 million at maturity. Proceeds were used to repay the remaining balance of approximately \$11.2 million on the existing mortgage and reduce the outstanding balance of the Credit Facility. A \$0.4 million loss on early extinguishment of debt was recognized.

On August 23, 2022, the Company entered into two floating-to-fixed interest rate swap agreements to manage the interest rate risk associated with \$100.0 million of its variable-rate debt. Each swap agreement became effective October 3, 2022 and each has a \$50.0 million notional amount. One agreement terminates on October 1, 2027 and effectively fixes SOFR at 2.96%. The other agreement terminates on October 1, 2030 and effectively fixes SOFR at 2.91%. Because the interest-rate swaps effectively fix SOFR for \$100.0 million of variable-rate debt, unless otherwise indicated, \$100.0 million of variable-rate debt will be treated as fixed-rate debt for disclosure purposes beginning September 30, 2022. The Company has designated the agreements as cash flow hedges for accounting purposes.

As of December 31, 2022, the fair value of the interest-rate swaps totaled approximately \$4.0 million, which is included in Other assets in the Consolidated Balance Sheets. The increase in value from inception of the swaps is reflected in Other Comprehensive Income in the Consolidated Statements of Comprehensive Income.

On August 24, 2022, the Company closed on a 7-year, non-recourse, \$31.5 million mortgage secured by Great Falls Center. The loan matures in 2029, bears interest at a fixed-rate of 3.91%, requires monthly principal and interest payments of \$164,700 based on a 25-year amortization schedule and requires a final payment of \$25.7 million at maturity. Proceeds were used to repay the remaining balance of approximately \$8.0 million on the existing mortgage and reduce the outstanding balance of the Credit Facility. A \$0.2 million loss on early extinguishment of debt was recognized.

On September 6, 2022, the Company closed on a 15-year, non-recourse, \$143.0 million mortgage secured by Beacon Center and Seven Corners Center. The loan matures in 2037, bears interest at a fixed-rate of 5.05%, requires monthly principal and interest payments of \$840,100 based on a 25-year amortization schedule and requires a final payment of \$79.9 million at maturity. Proceeds were used to repay the remaining balance of approximately \$85.3 million on the existing mortgages and reduce the outstanding balance of the Credit Facility. This transaction was treated as a modification of the original debt agreement. A prepayment penalty of \$5.9 million was incurred, which was deferred and will be amortized as interest expense over the life of the loan and is included as a reduction to notes payable, net in the Consolidated Balance Sheets.

## Funds From Operations

In 2022, the Company reported Funds From Operations (“FFO”)<sup>1</sup> available to common stockholders and noncontrolling interests of \$103.2 million, a 2.4% increase from 2021 FFO available to common stockholders and noncontrolling interests of \$100.7 million. FFO available to common stockholders and noncontrolling interests increased primarily due to (a) higher base rent of \$3.4 million, (b) lower interest expense, net and amortization of deferred debt costs of \$1.5 million, primarily due to higher capitalized interest and (c) lower credit losses on operating lease receivables and corresponding reserves, collectively, of \$0.7 million, partially offset by (d) higher general and administrative costs of \$2.1 million and (e) lower recovery income, net of expenses of \$1.4 million. The following table presents a reconciliation from net income to FFO available to common stockholders and noncontrolling interests for the periods indicated:

<i>(Dollars in thousands)</i>	Year ended December 31,		
	2022	2021	2020
Net income	\$ 65,392	\$ 61,649	\$ 50,316
Subtract:			
Gain on sale of property	—	—	(278)
Add:			
Real estate depreciation and amortization	48,969	50,272	51,126
FFO	114,361	111,921	101,164
Subtract:			
Preferred stock dividends	(11,194)	(11,194)	(11,194)
FFO available to common stockholders and noncontrolling interests	<u>\$ 103,167</u>	<u>\$ 100,727</u>	<u>\$ 89,970</u>
Weighted average shares and units:			
Basic	33,256	32,029	31,266
Diluted <sup>(2)</sup>	33,972	33,098	31,267
Basic FFO per share available to common stockholders and noncontrolling interests	\$ 3.10	\$ 3.14	\$ 2.88
Diluted FFO per share available to common stockholders and noncontrolling interests.	\$ 3.04	\$ 3.04	\$ 2.88

- (1) The National Association of Real Estate Investment Trusts (NAREIT) developed FFO as a relative non-GAAP financial measure of performance of an equity REIT in order to recognize that income-producing real estate historically has not depreciated on the basis determined under GAAP. FFO is defined by NAREIT as net income, computed in accordance with GAAP, plus real estate depreciation and amortization, and excluding impairment charges on depreciable real estate assets and gains or losses from property dispositions. FFO does not represent cash generated from operating activities in accordance with GAAP and is not necessarily indicative of cash available to fund cash needs, which is disclosed in the Company’s Consolidated Statements of Cash Flows for the applicable periods. There are no material legal or functional restrictions on the use of FFO. FFO should not be considered as an alternative to net income, its most directly comparable GAAP measure, as an indicator of the Company’s operating performance, or as an alternative to cash flows as a measure of liquidity. Management considers FFO a meaningful supplemental measure of operating performance because it primarily excludes the assumption that the value of the real estate assets diminishes predictably over time (i.e. depreciation), which is contrary to what we believe occurs with our assets, and because industry analysts have accepted it as a performance measure. FFO may not be comparable to similarly titled measures employed by other REITs.
- (2) Beginning March 5, 2021, fully diluted shares and units includes 1,416,071 limited partnership units held in escrow related to the contribution of Twinbrook Quarter by 1592 Rockville Pike. Half of the units held in escrow were released on October 18, 2021. The remaining units held in escrow are scheduled to be released on October 18, 2023.



## Acquisitions and Redevelopments

Management anticipates that during the coming year, the Company may redevelop certain of the Current Portfolio Properties and may develop additional freestanding outparcels or expansions within certain of the Shopping Centers. Acquisition and development of properties are undertaken only after careful analysis and review, and management's determination that such properties are expected to provide long-term earnings and cash flow growth. During the coming year, any developments, expansions or acquisitions are expected to be funded with bank borrowings from the Company's credit line, construction financing, proceeds from the operation of the Company's dividend reinvestment plan or other external capital resources available to the Company.

The Company has been selectively involved in acquisition, development, redevelopment and renovation activities. It continues to evaluate the acquisition of land parcels for retail and mixed-use development and acquisitions of operating properties for opportunities to enhance operating income and cash flow growth. The Company also continues to analyze redevelopment, renovation and expansion opportunities within the portfolio.

## Portfolio Leasing Status

The following chart sets forth certain information regarding commercial leases at our properties for the periods indicated. This section generally discusses 2022 and 2021 items and year-to-year comparisons between 2022 and 2021. Discussions of 2020 items and year-to-year comparisons between 2021 and 2020 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed on February 24, 2022.

As of December 31,	Total Properties		Total Square Footage		Percentage Leased	
	Shopping Centers	Mixed-Use	Shopping Centers	Mixed-Use	Shopping Centers	Mixed-Use
2022	50	7	7,877,330	1,136,885	94.7 %	82.5 %
2021	50	7	7,874,130	1,136,937	93.4 %	82.3 %

The overall commercial portfolio leasing percentage, on a comparative same property basis, increased to 93.2% at December 31, 2022 from 92.0% at December 31, 2021. Included in the 93.2% of space leased as of December 31, 2022, is approximately 241,000 square feet of space, representing 2.7% of total commercial square footage, that has not been occupied by the tenant. Collectively, these leases are expected to produce approximately \$5.4 million of additional annualized base rent, an average of \$22.41 per square foot, upon tenant occupancy and following any contractual rent concessions.

The Mixed-Use commercial leasing percentage is composed of commercial leases at office mixed-use properties and residential mixed-use properties. The leasing percentage at office mixed-use properties increased to 82.0% at December 31, 2022 from 81.6% at December 31, 2021. The retail leasing percentage at residential mixed-use properties decreased to 91.2% at December 31, 2022 from 92.4% at December 31, 2021.

The following table shows selected data for leases executed in the indicated periods. The information is based on executed leases without adjustment for the timing of occupancy, tenant defaults, or landlord concessions. The base rent for an expiring lease is the annualized contractual base rent, on a cash basis, as of the expiration date of the lease. The base rent for a new or renewed lease is the annualized contractual base rent, on a cash basis, as of the expected rent commencement date. Because tenants that execute leases may not ultimately take possession of their space or pay all of their contractual rent, the changes presented in the table provide information only about trends in market rental rates. The actual changes in rental income received by the Company may be different.

Commercial Property Leasing Activity					Average Base Rent per Square Foot			
Year ended December 31,	Square Feet		Number of Leases		New/Renewed Leases		Expiring Leases	
	Shopping Centers	Mixed-Use	Shopping Centers	Mixed-Use	Shopping Centers	Mixed-Use	Shopping Centers	Mixed-Use
2022	1,274,191	86,713	304	17	\$ 22.50	\$ 28.04	\$ 21.37	\$ 29.66
2021	1,227,362	126,181	256	29	18.91	40.59	19.15	46.83

Additional information about commercial leasing activity during the three months ended December 31, 2022, is set forth below. The below information includes leases for space which had not been previously leased during the period of the Company's ownership, either as a result of acquisition or development.

Commercial Property Leasing Activity			
	New Leases	First Generation/ Development Leases	Renewed Leases
Number of leases	19	1	65
Square feet	62,687	3,200	184,720
Per square foot average annualized:			
Base rent	\$ 25.35	\$ 60.94	\$ 30.09
Tenant improvements	(4.32)	(12.50)	(0.16)
Leasing costs	(0.90)	(1.92)	(0.01)
Rent concessions	(0.31)	—	(0.02)
Effective rents	\$ 19.82	\$ 46.52	\$ 29.90

As of December 31, 2022, 1,026,830 square feet of Commercial space was subject to leases scheduled to expire in 2023. Below is information about existing and estimated market base rents per square foot for that space.

Expiring Commercial Property Leases:	Total
Square feet	1,026,830
Average base rent per square foot	\$ 18.53
Estimated market base rent per square foot	\$ 18.59

The Residential portfolio was 97.2% leased at December 31, 2022, compared to 97.1% at December 31, 2021.

Residential Property Leasing Activity		Average Rent per Square Foot	
Year ended December 31,	Number of leases	New/Renewed Leases	Expiring Leases
2022	1,005	\$ 3.44	\$ 3.22
2021	694	3.22	3.28

#### Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to certain financial market risks, the most predominant being fluctuations in interest rates and inflation. Interest rate fluctuations are monitored by management as an integral part of the Company's overall risk management program, which recognizes the unpredictability of financial markets and seeks to reduce the potentially adverse effect on the Company's results of operations.

The Company is exposed to interest rate fluctuations that will affect the amount of interest expense of its variable-rate debt and the fair value of its fixed-rate debt. As of December 31, 2022, the Company had unhedged variable rate indebtedness totaling \$164.0 million. If the interest rates on the Company's unhedged variable rate debt instruments outstanding at December 31, 2022 had been one percentage point higher or lower, our annual interest expense relating to these debt instruments would have increased or decreased by \$1.6 million based on those balances. As of December 31, 2022, the Company had fixed-rate indebtedness totaling \$1.07 billion with a weighted average interest rate of 4.8%. If interest rates on the Company's fixed-rate debt instruments at December 31, 2022 had been one percentage point higher, the fair value of those debt instruments on that date would have decreased by \$56.9 million. If interest rates on the Company's fixed-rate debt instruments at December 31, 2022 had been one percentage point lower, the fair value of those debt instruments on that date would have increased by \$62.4 million.

Inflation may impact the Company's results of operations by (a) increasing costs unreimbursed by tenants faster than rents increase and (b) adversely impacting consumer demand at our retail shopping centers, which, in turn, may results in (i) lower percentage rent and/or (ii) the inability of tenants to pay their rent. Inflation may also negatively impact the cost of development projects. While the Company has not been significantly impacted by any of these items in the current year, no assurances can be provided that inflationary pressures will not have a material adverse effect on the Company's business in the future.

## **Item 8. Financial Statements and Supplementary Data**

The financial statements of the Company and its consolidated subsidiaries are included in this report on the pages indicated, and are incorporated herein by reference:

Page

<u>F-1</u>	<u>(a) Reports of Independent Registered Public Accounting Firm – Deloitte &amp; Touche LLP (PCAOB ID Number 34).</u>
<u>F-3</u>	<u>(b) Consolidated Balance Sheets - December 31, 2022 and 2021.</u>
<u>F-4</u>	<u>(c) Consolidated Statements of Operations - Years ended December 31, 2022, 2021, and 2020.</u>
<u>F-5</u>	<u>(d) Consolidated Statements of Comprehensive Income – Years ended December 31, 2022, 2021, and 2020.</u>
<u>F-6</u>	<u>(e) Consolidated Statements of Equity - Years ended December 31, 2022, 2021, and 2020.</u>
<u>F-9</u>	<u>(f) Consolidated Statements of Cash Flows - Years ended December 31, 2022, 2021, and 2020.</u>
<u>F-10</u>	<u>(g) Notes to Consolidated Financial Statements.</u>

## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

### **Item 9A. Controls and Procedures**

#### *Quarterly Assessment.*

The Company carried out an assessment as of December 31, 2022 of the effectiveness of the design and operation of its disclosure controls and procedures and its internal control over financial reporting. This assessment was done under the supervision and with the participation of management, including the Company's Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, and its Senior Vice President-Chief Accounting Officer and Treasurer as appropriate. Rules adopted by the SEC require that the Company present the conclusions of the Company's Chairman and Chief Executive Officer, and its Senior Vice President-Chief Financial Officer about the effectiveness of the Company's disclosure controls and procedures and the conclusions of the Company's management about the effectiveness of its internal control over financial reporting as of the end of the period covered by this Annual Report on Form 10-K.

### *CEO and CFO Certifications.*

Included as Exhibits 31 to this Annual Report on Form 10-K are forms of “Certification” of the Company’s Chairman and Chief Executive Officer, and its Senior Vice President-Chief Financial Officer. The forms of Certification are required in accordance with Section 302 of the Sarbanes-Oxley Act of 2002. This section of the Annual Report on Form 10-K that you are currently reading is the information concerning the assessment referred to in the Section 302 certifications and this information should be read in conjunction with the Section 302 certifications for a more complete understanding of the topics presented.

### *Disclosure Controls and Procedures and Internal Control over Financial Reporting.*

Management is responsible for establishing and maintaining adequate disclosure controls and procedures and internal control over financial reporting. Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act, such as this Annual Report on Form 10-K, is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures are also designed to provide reasonable assurance that such information is accumulated and communicated to the Company’s management, including the Company’s Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, and its Senior Vice President-Chief Accounting Officer and Treasurer, as appropriate to allow timely decisions regarding required disclosure.

Internal control over financial reporting is a process designed by, or under the supervision of the Company’s Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, and its Senior Vice President-Chief Accounting Officer and Treasurer, and effected by the Company’s Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U. S. GAAP and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the Company’s assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U. S. GAAP, and that the Company’s receipts and expenditures are being made only in accordance with authorizations of management or the Company’s Board of Directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material adverse effect on the Company’s financial statements.

### *Limitations on the Effectiveness of Controls.*

Management, including the Company’s Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, and its Senior Vice President-Chief Accounting Officer and Treasurer, does not expect that the Company’s disclosure controls and procedures or internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no assessment of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management’s override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.



### *Scope of the Assessments.*

The assessment by the Company's Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, and its Senior Vice President-Chief Accounting Officer and Treasurer of the Company's disclosure controls and procedures and the assessment by the Company's management of the Company's internal control over financial reporting included a review of procedures and discussions with the Company's Disclosure Committee and others in the Company. In the course of the assessments, management sought to identify data errors, control problems or acts of fraud and to confirm that appropriate corrective action, including process improvements, were being undertaken. Management used the criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control - Integrated Framework (2013 Framework) to assess the effectiveness of the Company's internal control over financial reporting. The evaluation of the Company's disclosure controls and procedures and internal control over financial reporting is done on a quarterly basis so that the conclusions concerning the effectiveness of disclosure controls can be reported in the Company's Quarterly Reports on Form 10-Q and Annual Report on Form 10-K.

The Company's internal control over financial reporting is also evaluated on an ongoing basis by management, other personnel in the Company's accounting department and the Company's internal audit function. The effectiveness of the Company's internal control over financial reporting is audited by the Company's independent registered public accounting firm. We consider the results of these various assessment activities as we monitor the Company's disclosure controls and procedures and internal control over financial reporting and when deciding to make modifications as necessary. Management's intent in this regard is that the disclosure controls and procedures and the internal control over financial reporting will be maintained and updated (including improvements and corrections) as conditions warrant.

### *Assessment of Effectiveness of Disclosure Controls and Procedures*

Based upon the assessments, the Company's Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, and its Senior Vice President-Chief Accounting Officer and Treasurer have concluded that, as of December 31, 2022, the Company's disclosure controls and procedures were effective.

### *Assessment of Effectiveness of Internal Control Over Financial Reporting.*

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Management used the criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control - Integrated Framework (2013 Framework) to assess the effectiveness of the Company's internal control over financial reporting. Based upon the assessments, the Company's management has concluded that, as of December 31, 2022, the Company's internal control over financial reporting was effective. The Company's independent registered public accounting firm has issued a report on the effectiveness of the Company's internal control over financial reporting, which appears on page F-2 of this Annual Report on Form 10-K.

### *Changes in Internal Control Over Financial Reporting.*

During the three months ended December 31, 2022, there was no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## **Item 9B. Other Information**

None.

## **PART III**

### **Item 10. Directors, Executive Officers and Corporate Governance**

The information this Item requires is incorporated by reference to the information under the captions “The Board of Directors,” “Corporate Governance – Ethical Conduct Policy and Senior Financial Officer Code of Ethics,” “Delinquent Section 16(a) Reports,” “Corporate Governance – Nominating and Corporate Governance Committee – Selection of Director Nominees,” and “Corporate Governance – Audit Committee” of the Company’s Proxy Statement to be filed with the SEC for its annual stockholders’ meeting to be held on May 12, 2023 (the “Proxy Statement”).

### **Item 11. Executive Compensation**

The information this Item requires is incorporated by reference to the information under the captions “Corporate Governance – Compensation of Directors,” “Report of the Compensation Committee,” and “Executive Compensation” of the Proxy Statement.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters**

The information this Item requires is incorporated by reference to the information under the captions “Equity Compensation Plan Information” and “Security Ownership of Certain Beneficial Owners and Management” of the Proxy Statement.

### **Item 13. Certain Relationships and Related Transactions and Director Independence**

The information this Item requires is incorporated by reference to the information under the captions “Certain Relationships and Transactions” and “Corporate Governance – Board of Directors” of the Proxy Statement.

### **Item 14. Principal Accountant Fees and Services**

The information this Item requires is incorporated by reference to the information contained in the Proxy Statement under the caption “Audit Committee Report – 2022 and 2021 Independent Registered Public Accounting Firm Fee Summary” of the Proxy Statement.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

- (a) The following documents are filed as part of this report:

1 Financial Statements

The following financial statements of the Company and their consolidated subsidiaries are incorporated by reference in Part II, Item 8.

- (a) Reports of Independent Registered Public Accounting Firm – Deloitte & Touche LLP — PCAOB ID Number 34
- (b) Consolidated Balance Sheets - December 31, 2022 and 2021
- (c) Consolidated Statements of Operations - Years ended December 31, 2022, 2021, and 2020.
- (d) Consolidated Statements of Comprehensive Income – Years ended December 31, 2022, 2021, and 2020.
- (e) Consolidated Statements of Equity - Years ended December 31, 2022, 2021, and 2020.
- (f) Consolidated Statements of Cash Flows - Years ended December 31, 2022, 2021, and 2020.
- (g) Notes to Consolidated Financial Statements

2. Financial Statement Schedule and Supplementary Data

- (a) Selected Quarterly Financial Data for the Company are incorporated by reference in Part II, Item 8
- (b) Schedule of the Company:

Schedule III - Real Estate and Accumulated Depreciation

All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been omitted.

### Exhibits

3.
  - (a) First Amended and Restated Articles of Incorporation of Saul Centers, Inc. filed with the Maryland Department of Assessments and Taxation on August 23, 1994 and filed as Exhibit 3.(a) of the 1993 Annual Report of the Company on Form 10-K are hereby incorporated by reference. Articles of Amendment to the First Amended and Restated Articles of Incorporation of Saul Centers, Inc., filed with the Maryland Department of Assessments and Taxation on May 28, 2004 and filed as Exhibit 3.(a) of the June 30, 2004 Quarterly Report of the Company is hereby incorporated by reference. Articles of Amendment to the First Amended and Restated Articles of Incorporation of Saul Centers, Inc., filed with the Maryland Department of Assessments and Taxation on May 26, 2006 and filed as Exhibit 3.(a) of the Company's Current Report on Form 8-K filed May 30, 2006 is hereby incorporated by reference. Articles of Amendment to the First Amended and Restated Articles of Incorporation of Saul Centers, Inc., filed with the Maryland State Department of Assessments and Taxation on May 14, 2013 and filed as Exhibit 3.(a) of the Company's Current Report on Form 8-K filed May 14, 2013, is hereby incorporated by reference.
  - (b) Second Amended and Restated Bylaws of Saul Centers, Inc. as in effect at and after June 22, 2017 and filed as Exhibit 3.(b) of the Company's Current Report on Form 8-K filed June 28, 2017 is hereby incorporated by reference.
  - (c) Articles Supplementary to First Amended and Restated Articles of Incorporation of the Company, dated January 19, 2018, filed as Exhibit 3.3 of the Company's Registration Statement on Form 8-A filed January 23, 2018 is hereby incorporated by reference.
  - (d) Articles Supplementary to First Amended and Restated Articles of Incorporation of the Company, dated September 12, 2019, filed as Exhibit 3.2 of the Company's Registration Statement on Form 8-A filed September 17, 2019 is hereby incorporated by reference.
4.
  - (a) Deposit Agreement, dated January 23, 2018, among the Company, Continental Stock Transfer & Trust Company, as Depositary, and the holders of depositary receipts, filed as Exhibit 4.2 of the Registrant's Registration Statement on Form 8-A filed January 23, 2018 is hereby incorporated by reference.
  - (b) Specimen certificate representing the 6.125% Series D Cumulative Redeemable Preferred Stock, par value \$0.01 per share, of the Company, filed as Exhibit 4.4 of the Company's Registration Statement on Form 8-A filed January 23, 2018 is hereby incorporated by reference.
  - (c) Deposit Agreement, dated September 17, 2019, among the Company, Continental Stock Transfer & Trust Company, as Depositary, and the holders of depositary receipts, filed as Exhibit 4.1 of the Registrant's Registration Statement on Form 8-A filed September 17, 2019 is hereby incorporated by reference.
  - (d) Specimen certificate representing the 6.000% Series E Cumulative Redeemable Preferred Stock, par value \$0.01 per share, of the Company, filed as Exhibit 4.2 of the Company's Registration Statement on Form 8-A filed September 17, 2019 is hereby incorporated by reference.
  - (e) Description of Registrant's Securities, filed as Exhibit 4.(h) of the 2019 Annual Report of the Company on Form 10-K is hereby incorporated by reference.

10. (a) First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit No. 10.1 to Registration Statement No. 33-64562 is hereby incorporated by reference. The First Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership, the Second Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership, and the Third Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the 1995 Annual Report of the Company on Form 10-K is hereby incorporated by reference. The Fourth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the March 31, 1997 Quarterly Report of the Company is hereby incorporated by reference. The Fifth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 4.(c) to Registration Statement No. 333-41436, is hereby incorporated by reference. The Sixth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the September 30, 2003 Quarterly Report of the Company on Form 10-Q is hereby incorporated by reference. The Seventh Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the December 31, 2003 Annual Report of the Company on Form 10-K is hereby incorporated by reference. The Eighth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the December 31, 2007 Annual Report of the Company on Form 10-K is hereby incorporated by reference. The Ninth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the March 31, 2008 Quarterly Report of the Company on Form 10-Q is hereby incorporated by reference. The Tenth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the March 31, 2008 Quarterly Report of the Company on Form 10-Q is hereby incorporated by reference. The Eleventh Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the September 30, 2011 Quarterly Report of the Company on Form 10-Q is hereby incorporated by reference. The Twelfth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.1 of the Current Report of the Company on Form 8-K dated February 12, 2013 is hereby incorporated by reference. The Thirteenth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.1 of the Current Report of the Company on Form 8-K dated November 12, 2014, is hereby incorporated by reference. The Fourteenth Amendment to the First Amended and Restated Agreement of Limited Partnership of the Saul Holdings Limited Partnership, filed as Exhibit 10.1 of the Current Report of the Company on Form 8-K dated January 23, 2018, is hereby incorporated by reference. The Fifteenth Amendment to the First Amended and Restated Agreement of Limited Partnership of the Saul Holdings Limited Partnership, filed as Exhibit 10.1 of the Current Report of the Company on Form 8-K dated May 14, 2018, is hereby incorporated by reference. The Sixteenth Amendment to the First Amended and Restated Agreement of Limited Partnership of the Saul Holdings Limited Partnership, filed as Exhibit 10.1 of the Current Report of the Company on Form 8-K dated September 17, 2019, is hereby incorporated by reference. The Seventeenth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership, filed as Exhibit 10.(a) of the June 30, 2021 Quarterly Report of the Company on Form 10-Q is hereby incorporated by reference. The Eighteenth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership, filed as Exhibit 10.(a) of the September 30, 2021 Quarterly Report of the Company on Form 10-Q is hereby incorporated by reference.
- (b) First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary I Limited Partnership and Amendment No. 1 thereto filed as Exhibit 10.2 to Registration Statement No. 33-64562 are hereby incorporated by reference. The Second Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary I Limited Partnership, the Third Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary I Limited Partnership and the Fourth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary I Limited Partnership as filed as Exhibit 10.(b) of the 1997 Annual Report of the Company on Form 10-K are hereby incorporated by reference.



- (c) First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary II Limited Partnership and Amendment No. 1 thereto filed as Exhibit 10.3 to Registration Statement No. 33-64562 are hereby incorporated by reference. The Second Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary II Limited Partnership filed as Exhibit 10.(c) of the June 30, 2001 Quarterly Report of the Company is hereby incorporated by reference. The Third Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary II Limited Partnership filed as exhibit 10.(c) of the 2006 Annual Report of the Company on Form 10-K are hereby incorporated by reference. The Fourth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary II Limited Partnership as filed as Exhibit 10.(c) of the 2009 Annual Report of the Company on Form 10-K is hereby incorporated by reference. The Fifth Amendment to our First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary II Limited Partnership filed as Exhibit 10.(c) of the September 30, 2016 Quarterly Report of the Company is hereby incorporated by reference.
- (d) Property Conveyance Agreement filed as Exhibit 10.4 to Registration Statement No. 33- 64562 is hereby incorporated by reference.
- (e) Management Functions Conveyance Agreement filed as Exhibit 10.5 to Registration Statement No. 33-64562 is hereby incorporated by reference.
- (f) Registration Rights and Lock-Up Agreement filed as Exhibit 10.6 to Registration Statement No. 33-64562 is hereby incorporated by reference.
- (g) Exclusivity and Right of First Refusal Agreement filed as Exhibit 10.7 to Registration Statement No. 33-64562 is hereby incorporated by reference.
- (h) Agreement of Assumption dated as of August 26, 1993 executed by Saul Holdings Limited Partnership and filed as Exhibit 10.(i) of the 1993 Annual Report of the Company on Form 10-K is hereby incorporated by reference.
- (i) Deferred Compensation Plan for Directors, dated as of April 23, 2004 and filed as Exhibit 10.(k) of the June 30, 2004 Quarterly Report of the Company is hereby incorporated by reference.\*
- (j) Credit Agreement dated January 26, 2018, by and among: the Saul Holdings Limited Partnership, as Borrower; Wells Fargo Bank, National Association, as Administrative Agent; Capital One, National Association, as Syndication Agent; TD Bank, N.A. and U.S. Bank National Association, as Documentation Agents; and Wells Fargo, Capital One, TD Bank, U.S. Bank, Regions Bank and Associated Bank, National Association, as Lenders and filed as Exhibit 10.1 of the Current Report of the Company on Form 8-K dated January 26, 2018, is hereby incorporated by reference.
- (k) Guaranty dated January 26, 2018, by and between: Saul Centers, Inc.; Saul Subsidiary I Limited Partnership; Saul Subsidiary II Limited Partnership; Briggs Chaney Plaza, LLC; Kentlands Lot 1, LLC; 11503 Rockville Pike LLC; Rockville Pike Holdings LLC; 1500 Rockville Pike LLC; Smallwood Village Center LLC; Westview Village Center LLC; Avenel VI, Inc.; Metro Pike Center LLC; and Washington Square Center, LLC, as Guarantors; in favor of Wells Fargo Bank, National Association, as Administrative Agent for the lenders from time to time party to that certain Credit Agreement dated January 26, 2018 and filed as Exhibit 10.2 of the Current Report of the Company on Form 8 K dated January 26, 2018, is hereby incorporated by reference.
- (l) Credit Agreement dated August 31, 2021, by and among: the Partnership, as Borrower; Wells Fargo Bank, National Association, as Administrative Agent; Capital One, National Association, as Syndication Agent; TD Bank, N.A. and U.S. Bank National Association, as Documentation Agents; and Wells Fargo, Capital One, TD Bank, U.S. Bank, Regions Bank, PNC Bank and Associated Bank, National Association, as Lenders and filed as Exhibit 10.1 to the Current Report of the Company on Form 8-K dated September 1, 2021, is hereby incorporated by reference.
- (m) Guaranty dated August 31, 2021, by and between: Saul Centers, Inc.; Saul Subsidiary I Limited Partnership; Saul Subsidiary II Limited Partnership; Briggs Chaney Plaza, LLC; Kentlands Lot 1, LLC; 11503 Rockville Pike LLC; Rockville Pike Holdings LLC; 1500 Rockville Pike LLC; Smallwood Village Center LLC; Westview Village Center LLC; Avenel VI, Inc.; Metro Pike Center LLC; and Washington Square Center LLC, as Guarantors; in favor of Wells Fargo Bank, National Association, as Administrative Agent for the lenders from time to time party to that certain Credit Agreement dated August 31, 2021 and filed as Exhibit 10.1 to the Current Report of the Company on Form 8-K dated September 1, 2021, is hereby incorporated by reference.
- (n) First Amendment to Credit Agreement dated October 3, 2022, by and among: the Partnership, as Borrower; Wells Fargo Bank, National Association, as Administrative Agent; Capitol One, National Association, as Syndication Agent; TD Bank, N.A., U.S. Bank National Association, Regions Bank, PNC Bank, National Association, and Associated Bank, National Association, as Lenders and filed as Exhibit 10.1 of the September 30, 2022 Quarterly Report of the Company, is hereby incorporated by reference.

- (o) The Saul Centers, Inc. 2004 Stock Plan, as amended on April 25, 2008, May 10, 2013 and May 3, 2019, is hereby incorporated by reference.
- (p) Form of Director Stock Option Agreements, as filed as Exhibit 10.(j) of the September 30, 2004 Quarterly Report of the Company, is hereby incorporated by reference.\*
- (q) Form of Officer Stock Option Grant Agreements, as filed as Exhibit 10.(k) of the September 30, 2004 Quarterly Report of the Company, is hereby incorporated by reference.\*
- (r) Amended and Restated Shared Services Agreement dated as of January 1, 2018, between B. F. Saul Company and Saul Centers, Inc., filed as Exhibit 10.(s) of the 2017 Annual Report of the Company on Form 10-K is hereby incorporated by reference.
- (s) Purchase Agreement, dated as of August 9, 2011, by and among the Company, Saul Holdings Limited Partnership and B. F. Saul Real Estate Investment Trust and filed as Exhibit 10.(r) of the September 30, 2011 Quarterly Report of the Company is hereby incorporated by reference.
- (t) First Amendment to Amended and Restated Shared Services Agreement effective as of January 1, 2019, between B. F. Saul Company and Saul Centers, Inc. filed as Exhibit 10.(1) of the June 30, 2019 Quarterly Report of the Company, is hereby incorporated by reference.
- (u) Contribution Agreement, dated as of November 5, 2019, by and between Saul Holdings Limited Partnership and 1592 Rockville Pike LLC filed as Exhibit 10(u) of the December 31, 2020 Annual Report of the Company is hereby incorporated by reference.
- (v) First Amendment to the Contribution Agreement, entered into on March 5, 2021, by and between Saul Holdings Limited Partnership and 1592 Rockville Pike LLC, as filed as Exhibit 10.(a) of the March 31, 2021 Quarterly Report of the Company is hereby incorporated by reference.

21. Subsidiaries of Saul Centers, Inc. is filed herewith.

23.1 Consent of Independent Registered Public Accounting Firm is filed herewith.

24. Power of Attorney (included on signature page).

31. Rule 13a-14(a)/15d-14(a) Certifications of Chief Executive Officer and Chief Financial Officer are filed herewith.\*\*

32. Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer are filed herewith.\*\*

101. The following financial statements from the Company's Annual Report on Form 10-K for the year ended December 31, 2022, formatted in Extensible Business Reporting Language ("XBRL"): (i) consolidated balance sheets, (ii) consolidated statements of operations, (iii) consolidated statements of changes in stockholders' equity and comprehensive income, (iv) consolidated statements of cash flows, and (v) the notes to the consolidated financial statements.

104.1 Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

\* - Management Contract of Compensatory Plan or Agreement

\*\* - In accordance with Item 601(b)(32) of Regulation S-K, this Exhibit is not deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section. Such certifications will not be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

## Item 16. Form 10-K Summary

Not applicable.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SAUL CENTERS, INC.

(Registrant)

Date: March 2, 2023

/s/ B. Francis Saul II

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B. Francis Saul II

Chairman of the Board of Directors and  
Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons in the capacities indicated. Each person whose signature appears below hereby constitutes and appoints each of B. Francis Saul II and Carlos L. Heard as his attorney-in-fact and agent, with full power of substitution and resubstitution for him in any and all capacities, to sign any or all amendments to this Report and to file same, with exhibits thereto and other documents in connection therewith, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that such attorney-in-fact and agent or his substitutes may do or cause to be done by virtue hereof.

Date: March 2, 2023

/s/ Philip D. Caraci

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Philip D. Caraci, Vice Chairman

Date: March 2, 2023

/s/ D. Todd Pearson

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D. Todd Pearson  
President and Chief Operating Officer

Date: March 2, 2023

/s/ Carlos L. Heard

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Carlos L. Heard, Senior Vice President and  
Chief Financial Officer (Principal Financial  
Officer)

Date: March 2, 2023

/s/ Joel A. Friedman

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Joel A. Friedman, Senior Vice President-  
Chief Accounting Officer and Treasurer  
(Principal Accounting Officer)

Date: March 2, 2023

/s/ John E. Chapoton

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John E. Chapoton, Director

Date: March 2, 2023

/s/ G. Patrick Clancy, Jr.

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G. Patrick Clancy, Jr., Director

Date: March 2, 2023

/s/ J. Page Lansdale

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J. Page Lansdale, Director

Date: March 2, 2023

/s/ Willoughby B. Laycock  
\_\_\_\_\_  
Willoughby B. Laycock, Director

Date: March 2, 2023

/s/ H. Gregory Platts  
\_\_\_\_\_  
H. Gregory Platts, Director

Date: March 2, 2023

/s/ Earl A. Powell III  
\_\_\_\_\_  
Earl A. Powell III, Director

Date: March 2, 2023

/s/ Andrew M. Saul II  
\_\_\_\_\_  
Andrew M. Saul II Director

Date: March 2, 2023

/s/ Mark Sullivan III  
\_\_\_\_\_  
Mark Sullivan III, Director

Date: March 2, 2023

\_\_\_\_\_  
John R. Whitmore, Director

## **Financial Statements**

### **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the stockholders and the Board of Directors of Saul Centers, Inc.

#### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Saul Centers, Inc. and subsidiaries (the "Company") as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2022, and the related notes and the schedule listed in the Index at Item 15(a)2(b) (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 2, 2023, expressed an unqualified opinion on the Company's internal control over financial reporting.

#### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

#### **Critical Audit Matters**

Critical audit matters are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ Deloitte & Touche LLP

McLean, Virginia  
March 2, 2023

We have served as the Company's auditor since 2018.



## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the stockholders and the Board of Directors of Saul Centers, Inc.

### **Opinion on Internal Control over Financial Reporting**

We have audited the internal control over financial reporting of Saul Centers, Inc. and subsidiaries (the “Company”) as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2022, of the Company and our report dated March 2, 2023, expressed an unqualified opinion on those financial statements.

### **Basis for Opinion**

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Assessment of Effectiveness of Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control over Financial Reporting**

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

McLean, Virginia  
March 2, 2023

**CONSOLIDATED BALANCE SHEETS**

	December 31,	
	2022	2021
<i>(Dollars in thousands, except per share amounts)</i>		
<b>Assets</b>		
Real estate investments		
Land	\$ 511,529	\$ 511,529
Buildings and equipment	1,576,924	1,566,686
Construction in progress	319,683	205,911
	2,408,136	2,284,126
Accumulated depreciation	(688,475)	(650,113)
	1,719,661	1,634,013
Cash and cash equivalents	13,279	14,594
Accounts receivable and accrued income, net	56,323	58,659
Deferred leasing costs, net	22,388	24,005
Other assets	21,651	15,490
Total assets	<u>\$ 1,833,302</u>	<u>\$ 1,746,761</u>
<b>Liabilities</b>		
Mortgage notes payable	\$ 961,577	\$ 941,456
Revolving credit facility payable	161,941	103,167
Term loan facility payable	99,382	99,233
Accounts payable, accrued expenses and other liabilities	42,978	25,558
Deferred income	23,169	25,188
Dividends and distributions payable	22,453	21,672
Total liabilities	<u>1,311,500</u>	<u>1,216,274</u>
<b>Equity</b>		
Preferred stock, 1,000,000 shares authorized:		
Series D Cumulative Redeemable, 30,000 shares issued and outstanding	75,000	75,000
Series E Cumulative Redeemable, 44,000 shares issued and outstanding	110,000	110,000
Common stock, \$0.01 par value, 40,000,000 shares authorized, 24,016,009 and 23,840,471 shares issued and outstanding, respectively	240	238
Additional paid-in capital	446,301	436,609
Partnership units in escrow	39,650	39,650
Distributions in excess of accumulated earnings	(273,559)	(256,448)
Accumulated other comprehensive income	2,852	—
Total Saul Centers, Inc. equity	<u>400,484</u>	<u>405,049</u>
Noncontrolling interests	121,318	125,438
Total equity	<u>521,802</u>	<u>530,487</u>
Total liabilities and equity	<u>\$ 1,833,302</u>	<u>\$ 1,746,761</u>

The Notes to Financial Statements are an integral part of these statements.

**CONSOLIDATED STATEMENTS OF OPERATIONS**

	For The Year Ended December 31,		
	2022	2021	2020
<i>(Dollars in thousands, except per share amounts)</i>			
<b>Revenue</b>			
Rental revenue	\$ 240,837	\$ 234,515	\$ 220,281
Other	5,023	4,710	4,926
Total revenue	245,860	239,225	225,207
<b>Expenses</b>			
Property operating expenses	35,934	32,881	28,857
Real estate taxes	28,588	28,747	29,560
Interest expense, net and amortization of deferred debt costs	43,937	45,424	46,519
Depreciation and amortization of deferred leasing costs	48,969	50,272	51,126
General and administrative	22,392	20,252	19,107
Loss on early extinguishment of debt	648	—	—
Total expenses	180,468	177,576	175,169
Gain on sale of property	—	—	278
<b>Net Income</b>	65,392	61,649	50,316
<b>Noncontrolling interests</b>			
Income attributable to noncontrolling interests	(15,198)	(13,260)	(9,934)
<b>Net income attributable to Saul Centers, Inc.</b>	50,194	48,389	40,382
Preferred stock dividends	(11,194)	(11,194)	(11,194)
<b>Net income available to common stockholders</b>	<u>\$ 39,000</u>	<u>\$ 37,195</u>	<u>\$ 29,188</u>
<b>Per share net income available to common stockholders</b>			
Basic and diluted	<u>\$ 1.63</u>	<u>\$ 1.57</u>	<u>\$ 1.25</u>

The Notes to Financial Statements are an integral part of these statements.

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

<i>(Dollars in thousands)</i>	<b>For The Year Ended December 31,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>Net income</b>	\$ 65,392	\$ 61,649	\$ 50,316
<b>Other comprehensive income</b>			
Change in unrealized gain on cash flow hedge	3,962	—	—
<b>Total comprehensive income</b>	69,354	61,649	50,316
Comprehensive income attributable to noncontrolling interests	(16,308)	(13,260)	(9,934)
<b>Total comprehensive income attributable to Saul Centers, Inc.</b>	53,046	48,389	40,382
Preferred stock dividends	(11,194)	(11,194)	(11,194)
<b>Total comprehensive income available to common stockholders</b>	<u>\$ 41,852</u>	<u>\$ 37,195</u>	<u>\$ 29,188</u>

The Notes to Financial Statements are an integral part of these statements.

# CONSOLIDATED STATEMENTS OF EQUITY

	Preferred Stock	Common Stock	Additional Paid-in Capital	Partnership Units in Escrow	Distributions in Excess of Accumulated Earnings	Accumulated Other Comprehensive Income	Total Saul Centers, Inc.	Noncontrolling Interests	Total
<i>(Dollars in thousands, except per share amounts)</i>									
Balance, December 31, 2019	\$ 185,000	\$ 232	\$ 410,926	\$ —	\$ (221,177)	\$ —	\$ 374,981	\$ 68,375	\$ 443,356
Issuance of common stock:									
228,498 shares pursuant to dividend reinvestment plan	—	3	7,732	—	—	—	7,735	—	7,735
16,887 shares due to exercise of employee stock options and issuance of directors' deferred stock	—	—	1,967	—	—	—	1,967	—	1,967
Issuance of 51,579 partnership units	—	—	—	—	—	—	—	1,677	1,677
Net income	—	—	—	—	40,382	—	40,382	9,934	50,316
Preferred stock distributions:									
Series D	—	—	—	—	(3,446)	—	(3,446)	—	(3,446)
Series E	—	—	—	—	(4,950)	—	(4,950)	—	(4,950)
Common stock distributions	—	—	—	—	(37,108)	—	(37,108)	(12,571)	(49,679)
Distributions payable on Series D preferred stock, \$38.28 per share	—	—	—	—	(1,148)	—	(1,148)	—	(1,148)
Distributions payable on Series E preferred stock, \$37.50 per share	—	—	—	—	(1,650)	—	(1,650)	—	(1,650)
Distributions payable common stock (\$0.53/share) and partnership units (\$0.53/unit)	—	—	—	—	(12,438)	—	(12,438)	(4,207)	(16,645)
Balance, December 31, 2020	185,000	235	420,625	—	(241,535)	—	364,325	63,208	427,533



**CONSOLIDATED STATEMENTS OF EQUITY (continued)**

<i>(Dollars in thousands, except per share amounts)</i>	Preferred Stock	Common Stock	Additional Paid-in Capital	Partnership Units in Escrow	Distributions in Excess of Accumulated Earnings	Accumulated Other Comprehensive Income	Total Saul Centers, Inc.	Noncontrolling Interests	Total
Issuance of common stock:									
293,615 shares pursuant to dividend reinvestment plan	—	3	11,497	—	—	—	11,500	—	11,500
70,231 shares due to exercise of employee stock options and issuance of directors' deferred stock	—	—	4,487	—	—	—	4,487	—	4,487
Issuance of partnership units:									
61,009 pursuant to dividend reinvestment plan	—	—	—	—	—	—	—	2,398	2,398
469,740 pursuant to the acquisition of Twinbrook leasehold interest	—	—	—	—	—	—	—	21,500	21,500
93,674 for the Ashbrook bonus value pursuant to the Ashbrook Contribution	—	—	—	—	—	—	—	4,320	4,320
1,416,071 restricted units pursuant to the Twinbrook Contribution Agreement	—	—	—	79,300	—	—	79,300	—	79,300
708,036 restricted units released from escrow pursuant to the Twinbrook Contribution Agreement	—	—	—	(39,650)	—	—	(39,650)	39,650	—
Net income	—	—	—	—	48,389	—	48,389	13,260	61,649
Preferred stock distributions:									
Series D	—	—	—	—	(3,445)	—	(3,445)	—	(3,445)
Series E	—	—	—	—	(4,950)	—	(4,950)	—	(4,950)
Common stock distributions	—	—	—	—	(38,525)	—	(38,525)	(13,614)	(52,139)
Distributions payable on Series D preferred stock, \$38.28 per share	—	—	—	—	(1,149)	—	(1,149)	—	(1,149)
Distributions payable on Series E preferred stock, \$37.50 per share	—	—	—	—	(1,650)	—	(1,650)	—	(1,650)
Distributions payable common stock (\$0.57/share) and partnership units (\$0.57/unit)	—	—	—	—	(13,583)	—	(13,583)	(5,284)	(18,867)
Balance, December 31, 2021	185,000	238	436,609	39,650	(256,448)	—	405,049	125,438	530,487

**CONSOLIDATED STATEMENTS OF EQUITY (continued)**

<i>(Dollars in thousands, except per share amounts)</i>	Preferred Stock	Common Stock	Additional Paid-in Capital	Partnership Units in Escrow	Distributions in Excess of Accumulated Earnings	Accumulated Other Comprehensive Income	Total Saul Centers, Inc.	Noncontrolling Interests	Total
Issuance of common stock:									
143,957 shares pursuant to dividend reinvestment plan	—	2	6,977	—	—	—	6,979	—	6,979
31,581 shares due to exercise of employee stock options and issuance of directors' deferred stock	—	—	2,715	—	—	—	2,715	—	2,715
Issuance of Partnership units									
26,659 pursuant to dividend reinvestment plan	—	—	—	—	—	—	—	1,322	1,322
Net income	—	—	—	—	50,194	—	50,194	15,198	65,392
Change in unrealized gain on cash flow hedge	—	—	—	—	—	2,852	2,852	1,110	3,962
Preferred stock distributions:									
Series D	—	—	—	—	(3,445)	—	(3,445)	—	(3,445)
Series E	—	—	—	—	(4,950)	—	(4,950)	—	(4,950)
Common stock distributions	—	—	—	—	(41,940)	—	(41,940)	(16,264)	(58,204)
Distributions payable on Series D preferred stock, \$38.28 per share	—	—	—	—	(1,149)	—	(1,149)	—	(1,149)
Distributions payable on Series E preferred stock, \$37.50 per share	—	—	—	—	(1,650)	—	(1,650)	—	(1,650)
Distributions payable common stock (\$0.59/share) and partnership units (\$0.59/unit)	—	—	—	—	(14,171)	—	(14,171)	(5,486)	(19,657)
Balance, December 31, 2022	<u>\$ 185,000</u>	<u>\$ 240</u>	<u>\$ 446,301</u>	<u>\$ 39,650</u>	<u>\$ (273,559)</u>	<u>\$ 2,852</u>	<u>\$ 400,484</u>	<u>\$ 121,318</u>	<u>\$ 521,802</u>

The Notes to Financial Statements are an integral part of these statements.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	For The Year Ended December 31,		
	2022	2021	2020
<i>(Dollars in thousands)</i>			
<b>Cash flows from operating activities:</b>			
Net income	\$ 65,392	\$ 61,649	\$ 50,316
Adjustments to reconcile net income to net cash provided by operating activities:			
Loss on early extinguishment of debt	648	—	—
Gain on sale of property	—	—	(278)
Depreciation and amortization of deferred leasing costs	48,969	50,272	51,126
Amortization of deferred debt costs	1,985	1,710	1,570
Non cash compensation costs of stock grants and options	1,521	1,562	1,438
Credit losses (recoveries) on operating lease receivables	(88)	812	5,212
(Increase) decrease in accounts receivable and accrued income	2,424	5,446	(17,818)
Additions to deferred leasing costs	(2,716)	(1,814)	(8,050)
(Increase) decrease in other assets	4,511	(2,820)	5
Increase (decrease) in accounts payable, accrued expenses and other liabilities	524	(285)	861
Increase (decrease) in deferred income	(2,019)	1,895	(6,013)
Net cash provided by operating activities	121,151	118,427	78,369
<b>Cash flows from investing activities:</b>			
Acquisitions of real estate investments (1) (2) (3)	—	(9,011)	—
Additions to real estate investments	(15,781)	(21,023)	(20,547)
Additions to development and redevelopment projects	(101,107)	(25,884)	(35,983)
Proceeds from sale of property	—	—	376
Net cash used in investing activities	(116,888)	(55,918)	(56,154)
<b>Cash flows from financing activities:</b>			
Proceeds from mortgage notes payable	199,750	—	52,100
Repayments on mortgage notes payable	(174,096)	(42,641)	(45,654)
Proceeds from term loan facility	—	25,000	—
Proceeds from revolving credit facility	155,000	46,000	90,000
Repayments on revolving credit facility	(97,000)	(44,500)	(73,000)
Proceeds from construction loans payable	—	10,917	35,883
Payments of debt extinguishment costs	(593)	—	—
Additions to deferred debt costs	(9,869)	(6,393)	(1,206)
Proceeds from the issuance of:			
Common stock	8,173	14,425	8,264
Partnership units (1) (2) (3)	1,322	2,398	1,677
Distributions to:			
Series D preferred stockholders	(4,594)	(4,593)	(4,594)
Series E preferred stockholders	(6,600)	(6,600)	(6,600)
Common stockholders	(55,523)	(50,963)	(49,383)
Noncontrolling interests	(21,548)	(17,821)	(16,751)
Net cash used in financing activities	(5,578)	(74,771)	(9,264)
Net increase (decrease) in cash and cash equivalents	(1,315)	(12,262)	12,951
Cash and cash equivalents, beginning of year	14,594	26,856	13,905
Cash and cash equivalents, end of year	\$ 13,279	\$ 14,594	\$ 26,856
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid for interest	\$ 40,725	\$ 44,575	\$ 44,990
Accrued capital expenditures included in accounts payable, accrued expenses, and other liabilities	\$ 19,006	\$ 5,906	\$ 4,327

- (1) The 2021 acquisition of real estate and proceeds from the issuance of partnership units each excludes \$79,300 in connection with the contribution of Twinbrook Quarter by the B. F. Saul Real Estate Investment Trust in exchange for limited partnership units, half of which units remain in escrow.
- (2) The 2021 acquisition of real estate and proceeds from the issuance of partnership units each excludes \$21,500 in connection with the contribution of the Twinbrook Quarter leasehold interest in exchange for limited partnership units.
- (3) The 2021 acquisition of real estate and proceeds from the issuance of partnership units each excludes \$4,320 in connection with the issuance of additional limited partnership units to B. F. Saul Real Estate Investment Trust as additional consideration pursuant to the terms of the 2016 contribution agreement, as amended, related to Ashbrook Marketplace.

The Notes to Financial Statements are an integral part of these statements.

**SAUL CENTERS, INC.**  
**Notes to Consolidated Financial Statements**

**1. ORGANIZATION, BASIS OF PRESENTATION**

Saul Centers, Inc. ("Saul Centers") was incorporated under the Maryland General Corporation Law on June 10, 1993. Saul Centers operates as a real estate investment trust (a "REIT") under the Internal Revenue Code of 1986, as amended (the "Code"). The Company is required to annually distribute at least 90% of its REIT taxable income (excluding net capital gains) to its stockholders and meet certain organizational and other requirements. Saul Centers has made and intends to continue to make regular quarterly distributions to its stockholders. Saul Centers, together with its wholly owned subsidiaries and the limited partnerships of which Saul Centers or one of its subsidiaries is the sole general partner, are referred to collectively as the "Company." B. Francis Saul II serves as Chairman of the Board of Directors and Chief Executive Officer of Saul Centers.

Saul Centers was formed to continue and expand the shopping center business previously owned and conducted by the B. F. Saul Real Estate Investment Trust (the "Saul Trust"), the B. F. Saul Company and certain other affiliated entities, each of which is controlled by B. Francis Saul II and his family members (collectively, the "Saul Organization"). On August 26, 1993, members of the Saul Organization transferred to Saul Holdings Limited Partnership, a newly formed Maryland limited partnership (the "Operating Partnership"), and two newly formed subsidiary limited partnerships (the "Subsidiary Partnerships," and collectively with the Operating Partnership, the "Partnerships"), Shopping Centers and Mixed-Used Properties, and the management functions related to the transferred properties. Since its formation, the Company has developed and purchased additional properties.

The Company, which conducts all of its activities through its subsidiaries, the Operating Partnership and Subsidiary Partnerships, engages in the ownership, operation, management, leasing, acquisition, renovation, expansion, development and financing of community and neighborhood shopping centers and mixed-used properties, primarily in the Washington, DC/Baltimore metropolitan area.

Because the properties are located primarily in the Washington, DC/Baltimore metropolitan area, a disproportionate economic downturn in the local economy would have a greater negative impact on our overall financial performance than on the overall financial performance of a company with a portfolio that is more geographically diverse. A majority of the Shopping Centers are anchored by several major tenants. As of December 31, 2022, 33 of the Shopping Centers were anchored by a grocery store and offer primarily day-to-day necessities and services. One retail tenant, Giant Food (5.1%), a tenant at 11 Shopping Centers, individually accounted for 2.5% or more of the Company's total revenue for the year ended December 31, 2022.

As of December 31, 2022, the Current Portfolio Properties consisted of 50 Shopping Centers, seven Mixed-Use Properties, and four (non-operating) development properties.

The accompanying consolidated financial statements of the Company include the accounts of Saul Centers and its subsidiaries, including the Operating Partnership and Subsidiary Partnerships, which are majority owned by Saul Centers. Substantially all assets and liabilities of the Company as of December 31, 2022 and December 31, 2021, are comprised of the assets and liabilities of the Operating Partnership. The debt arrangements which are subject to recourse are described in Note 5. All significant intercompany balances and transactions have been eliminated in consolidation.

The Operating Partnership is a variable interest entity ("VIE") of the Company because the limited partners do not have substantive kick-out or participating rights. The Company is the primary beneficiary of the Operating Partnership because it has the power to direct the activities of the Operating Partnership and the rights to absorb 72.0% of the net income of the Operating Partnership. Because the Operating Partnership is consolidated into the financial statements of the Company, the identification of it as a VIE has no impact on the consolidated financial statements of the Company.

**SAUL CENTERS, INC.**  
**Notes to Consolidated Financial Statements**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The most significant estimates and assumptions relate to impairment of real estate properties and collectability of operating lease receivables. Actual results could differ from those estimates.

**Real Estate Investment Properties**

Real estate investment properties are stated at historic cost less depreciation. Although the Company intends to own its real estate investment properties over a long term, from time to time it will evaluate its market position, market conditions, and other factors and may elect to sell properties that do not conform to the Company's investment profile. Management believes that the Company's real estate assets have generally appreciated in value since their acquisition or development and, accordingly, the aggregate current value exceeds their aggregate net book value and also exceeds the value of the Company's liabilities as reported in the financial statements. Because the financial statements are prepared in conformity with GAAP, they do not report the current value of the Company's real estate investment properties.

If there is an event or change in circumstance that indicates a potential impairment in the value of a real estate investment property, the Company prepares an analysis to determine whether the carrying value of the real estate investment property exceeds its estimated fair value. The Company considers both quantitative and qualitative factors including recurring operating losses, significant decreases in occupancy, and significant adverse changes in legal factors and business climate. If impairment indicators are present, the Company compares the projected cash flows of the property over its remaining useful life, on an undiscounted basis, to the carrying value of that property. The Company assesses its undiscounted projected cash flows based upon estimated capitalization rates, historic operating results and market conditions that may affect the property. If the carrying value is greater than the undiscounted projected cash flows, the Company would recognize an impairment loss equivalent to an amount required to adjust the carrying amount to its then estimated fair value. The fair value of any property is sensitive to the actual results of any of the aforementioned estimated factors, either individually or taken as a whole. Should the actual results differ from management's projections, the valuation could be negatively or positively affected. The Company did not recognize an impairment loss on any of its real estate in 2022, 2021, or 2020.

Depreciation is calculated using the straight-line method and estimated useful lives of generally between 35 and 50 years for base buildings, or a shorter period if management determines that the building has a shorter useful life, and up to 20 years for certain other improvements that extend the useful lives. Leasehold improvements expenditures are capitalized when certain criteria are met, including when the Company supervises construction and will own the improvements. Tenant improvements are amortized, over the shorter of the lives of the related leases or the useful life of the improvement, using the straight-line method. Depreciation expense, which is included in Depreciation and amortization of deferred leasing costs in the Consolidated Statements of Operations, for the years ended December 31, 2022, 2021, and 2020, was \$44.6 million, \$45.5 million, and \$45.9 million, respectively. Repairs and maintenance expense totaled \$15.2 million, \$13.5 million, and \$11.1 million for 2022, 2021, and 2020, respectively, and is included in property operating expenses in the accompanying consolidated financial statements.

As of December 31, 2022, we have not identified any impairment triggering events, including the impact of COVID-19 and corresponding tenant requests for rent relief. Accordingly, under applicable GAAP guidance, no impairment charges were recorded.



**SAUL CENTERS, INC.**  
**Notes to Consolidated Financial Statements**

**Assets Held for Sale**

The Company considers properties to be assets held for sale when all of the following criteria are met:

- management commits to a plan to sell a property;
- it is unlikely that the disposal plan will be significantly modified or discontinued;
- the property is available for immediate sale in its present condition;
- actions required to complete the sale of the property have been initiated;
- sale of the property is probable and the Company expects the completed sale will occur within one year; and
- the property is actively being marketed for sale at a price that is reasonable given its current market value.

The Company must make a determination as to the point in time that it is probable that a sale will be consummated, which generally occurs when an executed sales contract has no contingencies and the prospective buyer has significant funds at risk to ensure performance. Upon designation as an asset held for sale, the Company records the carrying value of each property at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and ceases depreciation. As of December 31, 2022 and 2021, the Company had no assets designated as held for sale.

**Revenue Recognition**

We lease Shopping Centers and Mixed-Use Properties to lessees in exchange for monthly payments that cover rent, and where applicable, reimbursement for property taxes, insurance, and certain property operating expenses. Our leases were determined to be operating leases and generally range in term from one to 15 years.

Some of our leases have termination options and/or extension options. Termination options allow the lessee to terminate the lease prior to the end of the lease term, provided certain conditions are met. Termination options generally require advance notification from the lessee and payment of a termination fee. Termination fees are recognized as revenue over the modified lease term. Extension options are subject to terms and conditions stated in the lease.

Rental and interest income are accrued as earned. Recognition of rental income commences when control of the space has been given to the tenant. When rental payments due under leases vary from a straight-line basis because of free rent periods or stepped increases, income is recognized on a straight-line basis. Expense recoveries represent a portion of property operating expenses billed to the tenants, including common area maintenance, real estate taxes and other recoverable costs. Upon adoption of ASU 2016-02, we made a policy election not to separate lease and nonlease components and have accounted for each lease component and the related nonlease components together as a single component. Expense recoveries are recognized in the period in which the expenses are incurred. Rental income based on a tenant's revenue ("percentage rent") is accrued when a tenant reports sales that exceed a specified breakpoint, pursuant to the terms of their respective leases.

Due to the business disruptions and challenges severely affecting the global economy caused by the novel strain of coronavirus ("COVID-19") pandemic, some lessees have requested rent relief, including rent deferrals and other lease concessions. The lease modification guidance in ASU 2016-02 does not contemplate the rapid execution of concessions for multiple tenants in response to sudden liquidity constraints of lessees. In April 2020, the FASB staff issued a question and answer document that provided guidance allowing the Company to elect to either apply the lease modification accounting framework or not, with such election applied consistently to leases with similar characteristics and similar circumstances. The Company has elected to apply such relief, which, in the case of rent deferrals, results in the accrual of rent due from tenants and defers the payment of that rent to a future date, and will monitor the collectability of rent receivables.

**Accounts Receivable, Accrued Income, and Allowance for Doubtful Accounts**

Accounts receivable are primarily comprised of rental and reimbursement billings due from tenants, and straight-line rent receivables representing the cumulative amount of adjustments necessary to present rental income on a straight-line basis. Individual leases are assessed for collectability and, upon the determination that the

**SAUL CENTERS, INC.**  
**Notes to Consolidated Financial Statements**

collection of rents is not probable, accrued rent and accounts receivable are charged off, and the charge off is reflected as an adjustment to rental revenue. Revenue from leases where collection is not probable is recorded on a cash basis until collectability is determined to be probable. We also assess whether operating lease receivables, at the portfolio level, are appropriately valued based upon an analysis of balances outstanding, effects of tenant bankruptcies, historical levels of bad debt and current economic trends. Additionally, because of the uncertainties related to the impact of the COVID-19 pandemic, our assessment also takes into consideration the types of business conducted by tenants and current discussions with the tenants, as well as recent rent collection experience. Evaluating and estimating uncollectable lease payments and related receivables requires a significant amount of judgment by management and is based on the best information available to management at the time of evaluation. For the year-ended December 31, 2022, we increased rental revenue by \$461,400 due to payments from tenants of receivables that were previously reserved or charged off. Actual results could differ from these estimates.

At December 31, 2022 and December 31, 2021, accounts receivable was comprised of:

<i>(In thousands)</i>	December 31, 2022	December 31, 2021
Rents currently due	\$ 8,433	\$ 8,484
Deferred rents	1,042	2,872
Straight-line rent	45,815	46,681
Other receivables	2,706	3,704
Reserve for credit losses on operating lease receivables	(1,673)	(3,082)
Total	<u>\$ 56,323</u>	<u>\$ 58,659</u>

### **Deferred Leasing Costs**

Deferred leasing costs primarily consist of initial direct costs incurred in connection with successful property leasing and amounts attributed to in place leases associated with acquired properties. Such amounts are capitalized and amortized, using the straight-line method, over the term of the lease or the remaining term of an acquired lease. Initial direct costs primarily consist of leasing commissions, costs paid to external third-party brokers, and internal lease commissions that are incremental to obtaining a lease and would not have been incurred if the lease had not been obtained. Unamortized deferred costs are charged to expense if the applicable lease is terminated prior to expiration of the initial lease term. Collectively, deferred leasing costs totaled \$22.4 million and \$24.0 million, net of accumulated amortization of approximately \$51.3 million and \$48.7 million, as of December 31, 2022 and 2021, respectively. Amortization expense, which is included in Depreciation and amortization of deferred leasing costs in the Consolidated Statements of Operations, totaled approximately \$4.3 million, \$4.7 million, and \$5.2 million, for the years ended December 31, 2022, 2021, and 2020, respectively.

### **Cash and Cash Equivalents**

Cash and cash equivalents include short-term investments. Short-term investments include money market accounts and other investments which generally mature within three months, measured from the acquisition date, and/or are readily convertible to cash. Substantially all of the Company's cash balances at December 31, 2022 are held in accounts at various banks. From time to time the Company may maintain deposits with financial institutions in amounts in excess of federally insured limits. The Company has not experienced any losses on such deposits and believes it is not exposed to any significant credit risk on those deposits.

### **Deferred Income**

Deferred income consists of payments received from tenants prior to the time they are earned and recognized by the Company as revenue, including tenant prepayment of rent for future periods, real estate taxes when the taxing jurisdiction has a fiscal year differing from the calendar year reimbursements specified in the lease agreement and tenant construction work provided by the Company. In addition, deferred income includes unamortized balances that represent the fair value of certain below market leases determined as of the date of acquisition.

**SAUL CENTERS, INC.**  
**Notes to Consolidated Financial Statements**

**Derivative Financial Instruments**

The Company may, when appropriate, employ derivative instruments, such as interest-rate swaps, to mitigate the risk of interest rate fluctuations. The Company does not enter into derivative or other financial instruments for trading or speculative purposes. Derivative financial instruments are carried at fair value as either assets or liabilities on the consolidated balance sheets. For those derivative instruments that qualify, the Company may designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge or a cash flow hedge. Derivative instruments that are designated as a hedge are evaluated to ensure they continue to qualify for hedge accounting. The effective portion of any gain or loss on the hedge instruments is reported as a component of accumulated other comprehensive income (loss) and recognized in earnings within the same line item associated with the forecasted transaction in the same period or periods during which the hedged transaction affects earnings. Any ineffective portion of the change in fair value of a derivative instrument is immediately recognized in earnings. For derivative instruments that do not meet the criteria for hedge accounting, or that qualify and are not designated, changes in fair value are immediately recognized in earnings.

**Income Taxes**

The Company made an election to be treated, and intends to continue operating so as to qualify, as a REIT under the Code, commencing with its taxable year ended December 31, 1993. A REIT generally will not be subject to federal income taxation, provided that distributions to its stockholders equal or exceed its REIT taxable income and complies with certain other requirements. Therefore, no provision has been made for federal income taxes in the accompanying consolidated financial statements.

As of December 31, 2022, the Company had no material unrecognized tax benefits and there exist no potentially significant unrecognized tax benefits which are reasonably expected to occur within the next twelve months. The Company recognizes penalties and interest accrued related to unrecognized tax benefits, if any, as general and administrative expense. No penalties and interest have been accrued in years 2022, 2021, and 2020. The tax basis of the Company's real estate investments was approximately \$1.61 billion and \$1.64 billion as of December 31, 2022 and 2021, respectively. With few exceptions, the Company is no longer subject to U.S. federal, state, and local tax examinations by tax authorities for years before 2019.

**Legal Contingencies**

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business, which are generally covered by insurance. Upon determination that a loss is probable to occur and can be reasonably estimated, the estimated amount of the loss is recorded in the financial statements.

**Recently Issued Accounting Standards**

Recently issued accounting standards or pronouncements have been excluded because they are either not relevant to the Company or they are expected not to have a material impact on the Consolidated Financial Statements of the Company.

**Reclassifications**

Certain reclassifications have been made to prior years to conform to the presentation used for the year ended December 31, 2022.

**SAUL CENTERS, INC.**  
**Notes to Consolidated Financial Statements**

**3. REAL ESTATE**

**Construction in Progress**

Construction in progress includes land, preconstruction and development costs of active projects. Preconstruction costs include legal, zoning and permitting costs and other project carrying costs incurred prior to the commencement of construction. Development costs include direct construction costs and indirect costs incurred subsequent to the start of construction such as architectural, engineering, construction management and carrying costs consisting of interest, real estate taxes and insurance. The following table shows the components of construction in progress.

(in thousands)	December 31,	
	2022	2021
Twinbrook Quarter	\$ 227,672	\$ 138,069
Hampden House	80,704	56,898
Other	11,307	10,944
Total	<u>\$ 319,683</u>	<u>\$ 205,911</u>

**Acquisitions**

*Twinbrook Quarter*

On November 5, 2019, the Company entered into the Twinbrook Contribution Agreement to acquire from 1592 Rockville Pike, a wholly-owned subsidiary of the Saul Trust, approximately 6.8 acres of land and its leasehold interest in approximately 1.3 acres of contiguous land, together in each case with the improvements located thereon, located at the Twinbrook Metro Station in Rockville, Maryland in exchange for 1,416,071 limited partnership units in the Operating Partnership. The Contributed Property is immediately adjacent to approximately 10.3 acres owned by the Company. Title to the Contributed Property and the units were placed in escrow until certain conditions of the Twinbrook Contribution Agreement were satisfied.

The units issued to 1592 Rockville Pike will remain in escrow until the conditions of the Twinbrook Contribution Agreement, as amended, are satisfied. Half of the units held in escrow were released on October 18, 2021. The remaining units held in escrow are scheduled to be released on October 18, 2023.

On March 5, 2021, the Company entered into an amendment to the Twinbrook Contribution Agreement in which it and 1592 Rockville Pike agreed to release to the Company from escrow the deed and assignment of the leasehold interest of the Contributed Property, as of that date. The Company also reimbursed 1592 Rockville Pike for certain expenses pursuant to the Twinbrook Contribution Agreement totaling \$7.4 million. Acquisition costs totaled \$1.2 million. The Company recorded a finance lease right-of-use asset of \$19.4 million and corresponding lease liability of \$19.4 million related to the leasehold interest assumed in the transaction. The incremental borrowing rate used to calculate the lease liability was 5.63%.

On June 29, 2021, the third-party landlord under the ground lease contributed to the Company the fee simple interest in the land underlying the leasehold interest in exchange for 469,740 limited partnership units in the Operating Partnership, representing an aggregate value of \$21.5 million. Acquisition costs were paid in cash and totaled \$0.7 million. Accordingly, the finance lease right-of-use asset and finance lease liability were extinguished. Amortization expense and interest expense related to the lease totaled \$104,000 and \$362,800, respectively, for the twelve months ended December 31, 2021.

**SAUL CENTERS, INC.**  
**Notes to Consolidated Financial Statements**

**Allocation of Purchase Price of Real Estate Acquired**

The Company allocates the purchase price of real estate investment properties to various components, such as land, buildings and intangibles related to in-place leases and customer relationships, based on their relative fair values.

During 2021, the Company acquired properties that had an aggregate cost of \$108.3 million, including acquisition costs. The entire amount was allocated to land.

The gross carrying amount of lease intangible assets included in deferred leasing costs as of December 31, 2022 and 2021 was \$10.7 million and \$11.0 million, respectively, and accumulated amortization was \$9.2 million and \$9.1 million, respectively. Amortization expense totaled \$0.4 million, \$0.5 million and \$0.6 million, for the years ended December 31, 2022, 2021, and 2020, respectively. The gross carrying amount of below market lease intangible liabilities included in deferred income as of December 31, 2022 and 2021 was \$23.3 million and \$23.3 million, respectively, and accumulated amortization was \$17.3 million and \$16.0 million, respectively. Accretion income totaled \$1.3 million, \$1.4 million, and \$1.4 million, for the years ended December 31, 2022, 2021, and 2020, respectively. The gross carrying amount of above market lease intangible assets included in accounts receivable as of December 31, 2022 and 2021 was \$0.6 million and \$0.6 million, respectively, and accumulated amortization was \$194,800 and \$161,800, respectively. Amortization expense totaled \$32,900, \$32,900 and \$43,600, for the years ended December 31, 2022, 2021 and 2020, respectively. The remaining weighted-average amortization period as of December 31, 2022 is 4.6 years, 6.3 years, and 4.9 years for lease acquisition costs, above market leases and below market leases, respectively.

As of December 31, 2022, scheduled amortization of intangible assets and deferred income related to in place leases is as follows:

<i>(In thousands)</i>	Lease acquisition costs	Above market leases	Below market leases
2023	\$ 316	\$ 33	\$ 1,297
2024	199	33	878
2025	153	33	601
2026	131	33	509
2027	121	33	507
Thereafter	593	244	2,237
Total	<u>\$ 1,513</u>	<u>\$ 409</u>	<u>\$ 6,029</u>

**4. NONCONTROLLING INTERESTS - HOLDERS OF CONVERTIBLE LIMITED PARTNERSHIP UNITS IN THE OPERATING PARTNERSHIP**

Saul Centers is the sole general partner of the Operating Partnership, owning a 72.0% common interest as of December 31, 2022. Noncontrolling interest in the Operating Partnership is comprised of limited partnership units owned by the Saul Organization. Noncontrolling interest reflected on the accompanying consolidated balance sheets is increased for earnings allocated to limited partnership interests and distributions reinvested in additional units, and is decreased for limited partner distributions. Noncontrolling interest reflected on the consolidated statements of operations represents earnings allocated to limited partnership interests held by the Saul Organization.

The Saul Organization holds a 26.6% limited partnership interest in the Operating Partnership represented by 8,827,873 limited partnership units, as of December 31, 2022. The units are convertible into shares of Saul Centers' common stock, at the option of the unit holder, on a one-for-one basis provided that, in accordance with the Saul Centers, Inc. Articles of Incorporation, the rights may not be exercised at any time that the Saul Organization beneficially owns, directly or indirectly, in the aggregate more than 39.9% of the value of the outstanding common stock and preferred stock of Saul Centers (the "Equity Securities"). As of December 31, 2022, approximately 411,000 units were eligible for conversion.



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**Notes to Consolidated Financial Statements**

As of December 31, 2022, a third party investor holds a 1.4% limited partnership interest in the Operating Partnership represented by 469,740 convertible limited partnership units. At the option of the unit holder, these units are convertible into shares of Saul Centers' common stock on a one-for-one basis; provided that, in lieu of the delivery of Saul Centers' common stock, Saul Centers may, in its sole discretion, deliver cash in an amount equal to the value of such Saul Centers' common stock.

The impact of the Saul Organization's 26.6% limited partnership interest in the Operating Partnership is reflected as Noncontrolling Interests in the accompanying consolidated financial statements. Weighted average fully diluted partnership units and common stock outstanding for the years ended December 31, 2022, 2021, and 2020, were 34.0 million, 33.1 million, and 31.3 million, respectively.

The Company previously issued 708,035 limited partnership units related to the contribution of Twinbrook Quarter that are held in escrow and will be released on October 18, 2023. Until such time as the units are released from escrow, they are not eligible to receive distributions from the Operating Partnership.

**5. NOTES PAYABLE, BANK CREDIT FACILITY, INTEREST EXPENSE AND AMORTIZATION OF DEFERRED DEBT COSTS**

At December 31, 2022, the principal amount of outstanding debt totaled \$1.2 billion, of which \$1.07 billion was fixed rate debt and \$164.0 million was variable rate debt. The principal amount of the Company's outstanding debt totaled \$1.2 billion at December 31, 2021, of which \$949.0 million was fixed rate debt and \$206.0 million was variable rate debt.

At December 31, 2022, the Company had a \$525.0 million Credit Facility comprised of a \$425.0 million revolving credit facility and a \$100.0 million term loan. The revolving credit facility matures on August 29, 2025, which may be extended by the Company for one additional year, subject to satisfaction of certain conditions. The term loan matures on February 26, 2027, and may not be extended. Through October 2, 2022, interest accrued at LIBOR plus an applicable spread, which was determined by certain leverage tests. Effective October 3, 2022, in conjunction with the execution of the First Amendment to the Credit Facility, interest accrues at SOFR plus 10 basis points plus an applicable spread, which is determined by certain leverage tests. As of December 31, 2022, the applicable spread for borrowings was 140 basis points related to the revolving credit facility and 135 basis points related to the term loan. Letters of credit may be issued under the Credit Facility. On December 31, 2022, based on the value of the Company's unencumbered properties, approximately \$212.1 million was available under the Credit Facility, \$264.0 million was outstanding and approximately \$185,000 was committed for letters of credit.

On August 23, 2022, the Company entered into two floating-to-fixed interest rate swap agreements to manage the interest rate risk associated with \$100.0 million of its variable-rate debt. Each swap agreement became effective October 3, 2022 and each has a \$50.0 million notional amount. One agreement terminates on October 1, 2027 and effectively fixes SOFR at 2.96%. The other agreement terminates on October 1, 2030 and effectively fixes SOFR at 2.91%. Because the interest-rate swaps effectively fix SOFR for \$100.0 million of variable-rate debt, unless otherwise indicated, \$100.0 million of variable-rate debt will be treated as fixed-rate debt for disclosure purposes beginning September 30, 2022. The Company has designated the agreements as cash flow hedges for accounting purposes.

As of December 31, 2022, the fair value of the interest-rate swaps totaled approximately \$4.0 million, which is included in Other assets in the Consolidated Balance Sheets. The increase in value from inception of the swaps is reflected in Other Comprehensive Income in the Consolidated Statements of Comprehensive Income.

On February 23, 2022, the Company closed on a \$133.0 million construction-to-permanent loan, the proceeds of which will be used to partially fund Hampden House. The loan matures in 2040, bears interest at a fixed rate of 3.90%, and requires interest only payments, which will be funded by the loan, until conversion to permanent. The conversion is expected in the first quarter of 2026, and thereafter, monthly principal and interest payments based on a 25-year amortization schedule will be required.

On March 11, 2022, the Company repaid in full the remaining principal balance of \$28.3 million of the mortgage loan secured by Lansdowne Town Center, which was scheduled to mature in June 2022.

**SAUL CENTERS, INC.**  
**Notes to Consolidated Financial Statements**

On June 7, 2022, the Company repaid in full the remaining principal balance of \$8.6 million of the mortgage loan secured by Orchard Park, which was scheduled to mature in September 2022.

On August 4, 2022, the Company closed on a 15-year, non-recourse, \$25.3 million mortgage secured by Village Center. The loan matures in 2037, bears interest at a fixed-rate of 4.14%, requires monthly principal and interest payments of \$135,200 based on a 25-year amortization schedule and requires a final payment of \$13.4 million at maturity. Proceeds were used to repay the remaining balance of approximately \$11.2 million on the existing mortgage and reduce the outstanding balance of the Credit Facility. A \$0.4 million loss on early extinguishment of debt was recognized.

On August 24, 2022, the Company closed on a 7-year, non-recourse, \$31.5 million mortgage secured by Great Falls Center. The loan matures in 2029, bears interest at a fixed-rate of 3.91%, requires monthly principal and interest payments of \$164,700 based on a 25-year amortization schedule and requires a final payment of \$25.7 million at maturity. Proceeds were used to repay the remaining balance of approximately \$8.0 million on the existing mortgage and reduce the outstanding balance of the Credit Facility. A \$0.2 million loss on early extinguishment of debt was recognized.

On September 6, 2022, the Company closed on a 15-year, non-recourse, \$143.0 million mortgage secured by Beacon Center and Seven Corners Center. The loan matures in 2037, bears interest at a fixed-rate of 5.05%, requires monthly principal and interest payments of \$840,100 based on a 25-year amortization schedule and requires a final payment of \$79.9 million at maturity. Proceeds were used to repay the remaining balance of approximately \$85.3 million on the existing mortgages and reduce the outstanding balance of the Credit Facility. This transaction was treated as a modification of the original debt agreement. A prepayment penalty of \$5.9 million was incurred, which was deferred and will be amortized as interest expense over the life of the loan and is included as a reduction to notes payable, net in the Consolidated Balance Sheets.

Saul Centers and certain consolidated subsidiaries of the Operating Partnership have guaranteed the payment obligations of the Operating Partnership under the Credit Facility. The Operating Partnership is the guarantor of (a) a portion of the Broadlands mortgage (approximately \$3.6 million of the \$28.9 million outstanding balance at December 31, 2022), (b) a portion of the Avenel Business Park mortgage (approximately \$6.3 million of the \$22.9 million outstanding balance at December 31, 2022), (c) a portion of The Waycroft mortgage (approximately \$23.6 million of the \$152.7 million outstanding balance at December 31, 2022), (d) the Ashbrook Marketplace mortgage (totaling \$20.8 million at December 31, 2022), and (e) the mortgage secured by Kentlands Place, Kentlands Square I and Kentlands pad (totaling \$28.2 million at December 31, 2022). All other notes payable are non-recourse.

On January 5, 2021, the Company repaid in full the remaining principal balance of \$6.1 million of the mortgage loan secured by Jamestown Place, which was scheduled to mature in February 2021.

On June 11, 2021, the Company repaid in full the remaining principal balance of \$5.0 million of the mortgage loan secured by Hunt Club Corners, which was scheduled to mature in August 2021.

On November 19, 2021, the Company closed on a \$145.0 million construction-to-permanent loan, the proceeds of which will be used to partially fund Phase I of the Twinbrook Quarter development project. The loan matures in 2041, bears interest at a fixed rate of 3.83%, requires interest only payments, which will be funded by the loan, until conversion to permanent. The conversion is expected in the fourth quarter of 2026, and thereafter, monthly principal and interest payments based on a 25-year amortization schedule will be required.

The carrying value of the properties collateralizing the mortgage notes payable totaled \$1.0 billion and \$1.1 billion, as of December 31, 2022 and 2021, respectively. The Company's Credit Facility requires the Company and its subsidiaries to maintain certain financial covenants, which are summarized below. The Company was in compliance as of December 31, 2022.

- limit the amount of debt as a percentage of gross asset value, as defined in the loan agreement, to less than 60% (leverage ratio);
- limit the amount of debt so that interest coverage will exceed 2.0 x on a trailing four-quarter basis (interest expense coverage); and

**SAUL CENTERS, INC.**  
**Notes to Consolidated Financial Statements**

- limit the amount of debt so that interest, scheduled principal amortization and preferred dividend coverage exceeds 1.4x on a trailing four-quarter basis (fixed charge coverage).

Mortgage notes payable totaling \$2.0 million and \$41.0 million, respectively, at each of December 31, 2022 and 2021, are guaranteed by members of the Saul Organization.

As of December 31, 2022, the scheduled maturities of all debt including scheduled principal amortization for years ended December 31 are as follows:

<i>(in thousands)</i>	Balloon Payments	Scheduled Principal Amortization	Total
2023	\$ 9,225	\$ 32,926	\$ 42,151
2024	50,117	33,566	83,683
2025	184,363 (a)	31,423	215,786
2026	134,088	28,062	162,150
2027	100,000 (b)	23,454	123,454
Thereafter	440,093	171,366	611,459
Principal amount	<u>\$ 917,886</u>	<u>\$ 320,797</u>	1,238,683
Unamortized deferred debt costs			15,783
Net			<u>\$ 1,222,900</u>

(a) Includes \$164.0 million outstanding under the Credit Facility.

(b) Includes \$100.0 million outstanding under the Credit Facility.

### Deferred Debt Costs

Deferred debt costs consist of fees and costs incurred to obtain long-term financing, construction financing and the Credit Facility. These fees and costs are being amortized on a straight-line basis over the terms of the respective loans or agreements, which approximates the effective interest method. Deferred debt costs totaled \$15.8 million and \$11.2 million, net of accumulated amortization of \$7.9 million and \$7.7 million at December 31, 2022 and 2021, respectively, and are reflected as a reduction of the related debt in the Consolidated Balance Sheets.

The components of interest expense are set forth below.

<i>(in thousands)</i>	Year ended December 31,		
	2022	2021	2020
Interest incurred	\$ 53,219	\$ 50,552	\$ 51,705
Amortization of deferred debt costs	1,985	1,710	1,570
Capitalized interest	<u>(11,191)</u>	<u>(6,831)</u>	<u>(6,616)</u>
Interest expense	44,013	45,431	46,659
Less: Interest income	76	7	140
Interest expense, net and amortization of deferred debt costs	<u>\$ 43,937</u>	<u>\$ 45,424</u>	<u>\$ 46,519</u>

Deferred debt costs capitalized during the years ended December 31, 2022, 2021 and 2020 totaled \$9.9 million, \$6.4 million and \$1.2 million, respectively.

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**6. LEASE AGREEMENTS**

Lease income includes primarily base rent arising from noncancelable leases. Base rent (including straight-line rent) for the years ended December 31, 2022, 2021, and 2020, amounted to \$201.2 million, \$197.9 million, and \$188.6 million, respectively. Future contractual payments under noncancelable leases for years ended December 31 (which exclude the effect of straight-line rents), are as follows:

<i>(in thousands)</i>		
2023	\$	168,994
2024		150,313
2025		126,360
2026		101,571
2027		82,878
Thereafter		318,265
	\$	<u>948,381</u>

The majority of the leases provide for rental increases based on fixed annual increases or increases in the Consumer Price Index and expense recoveries based on increases in operating expenses. The expense recoveries generally are payable in equal installments throughout the year based on estimates, with adjustments made in the succeeding year. Expense recoveries for the years ended December 31, 2022, 2021, and 2020, amounted to \$36.0 million, \$34.5 million, and \$34.7 million, respectively. In addition, certain retail leases provide for percentage rent based on sales in excess of the minimum specified in the tenant's lease. Percentage rent amounted to \$1.6 million, \$1.5 million, and \$0.9 million, for the years ended December 31, 2022, 2021, and 2020, respectively.

**7. LONG-TERM LEASE OBLIGATIONS**

At December 31, 2022 and 2021, no properties were situated upon land subject to noncancelable long-term leases.

Flagship Center consists of two developed out parcels that are part of a larger adjacent community shopping center formerly owned by the Saul Organization and sold to an affiliate of a tenant in 1991. The Company has a 90-year ground leasehold interest which commenced in September 1991 with a minimum rent of one dollar per year. Countryside shopping center was acquired in February 2004. Because of certain land use considerations, approximately 3.4% of the underlying land is held under a 99-year ground lease. The lease requires the Company to pay minimum rent of one dollar per year as well as its pro-rata share of the real estate taxes.

The Company's corporate headquarters space is leased by a member of the Saul Organization. The lease commenced in March 2002 and expires in February 2027. The Company and the Saul Organization entered into a Shared Services Agreement whereby each party pays an allocation of total rental payments based on a percentage proportionate to the number of employees employed by each party. The Company's rent expense for the years ended December 31, 2022, 2021, and 2020 was \$824,300, \$799,500, and \$799,300, respectively. Expenses arising from the lease are included in general and administrative expense (see Note 9 – Related Party Transactions).

On January 1, 2019, in conjunction with the adoption of ASU 2016-02, a right of use asset and corresponding lease liability related to our headquarters lease were recorded in other assets and other liabilities, respectively. The lease commenced in March 2002 and expires on February 28, 2027. On February 28, 2022, the lease was extended for an additional period of 60 months. In conjunction with the lease extension, a right of use asset and corresponding lease liability was recognized of \$3.8 million and \$3.8 million, respectively. The right of use asset and corresponding lease liability totaled \$3.2 million and \$3.2 million, respectively, at December 31, 2022.

**8. EQUITY AND NONCONTROLLING INTERESTS**

The Consolidated Statements of Operations for the years ended December 31, 2022, 2021, and 2020 reflect noncontrolling interests of \$15.2 million, \$13.3 million, and \$9.9 million, respectively, representing income attributable to limited partnership units not held by Saul Centers.

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**Notes to Consolidated Financial Statements**

At December 31, 2022, the Company had outstanding 3.0 million depositary shares, each representing 1/100th of a share of 6.125% Series D Cumulative Redeemable Preferred Stock (the "Series D Stock"). The depositary shares may be redeemed at the Company's option, in whole or in part, on or after January 23, 2023, at the \$25.00 liquidation preference, plus accrued but unpaid dividends to but not including the redemption date. The depositary shares pay an annual dividend of \$1.53125 per share, equivalent to 6.125% of the \$25.00 liquidation preference. The Series D Stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and is not convertible into any other securities of the Company except in connection with certain changes in control or delisting events. Investors in the depositary shares generally have no voting rights, but will have limited voting rights if the Company fails to pay dividends for six or more quarters (whether or not declared or consecutive) and in certain other events.

At December 31, 2022, the Company had outstanding 4.4 million depositary shares, each representing 1/100th of a share of 6.000% Series E Cumulative Redeemable Preferred Stock (the "Series E Stock"). The depositary shares may be redeemed at the Company's option, in whole or in part, on or after September 17, 2024, at the \$25.00 liquidation preference, plus accrued but unpaid dividends to but not including the redemption date. The depositary shares pay an annual dividend of \$1.50 per share, equivalent to 6.000% of the \$25.00 liquidation preference. The Series E Stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and is not convertible into any other securities of the Company except in connection with certain changes in control or delisting events. Investors in the depositary shares generally have no voting rights, but will have limited voting rights if the Company fails to pay dividends for six or more quarters (whether or not declared or consecutive) and in certain other events.

**Per Share Data**

Per share data for net income (basic and diluted) is computed using weighted average shares of common stock. Convertible limited partnership units and employee stock options are the Company's potentially dilutive securities. For all periods presented, the convertible limited partnership units are anti-dilutive. The treasury stock method was used to measure the effect of the dilution.

(Shares in thousands)	December 31,		
	2022	2021	2020
Weighted average common shares outstanding - Basic	23,964	23,655	23,356
Effect of dilutive options	8	7	1
Weighted average common shares outstanding - Diluted	23,972	23,662	23,357
Average share price	\$ 46.21	\$ 43.53	\$ 33.84
Non-dilutive options	1,438	1,360	1,439
Years non-dilutive options were issued	2013 through 2022	2013 through 2021	2014 through 2020

**9. RELATED PARTY TRANSACTIONS**

The Chairman and Chief Executive Officer, the President and Chief Operating Officer, the Executive Vice President-Chief Legal and Administrative Officer and the Senior Vice President-Chief Accounting Officer and Treasurer of the Company are also officers of various members of the Saul Organization and their management time is shared with the Saul Organization. Their annual compensation is fixed by the Compensation Committee of the Board of Directors, with the exception of the Senior Vice President-Chief Accounting Officer and Treasurer whose share of annual compensation allocated to the Company is determined by the shared services agreement (described below).

The Company participates in a multiemployer 401K plan with entities in the Saul Organization which covers those full-time employees who meet the requirements as specified in the plan. Company contributions, which are included in general and administrative expense or property operating expenses in the consolidated statements of operations, at the discretionary amount of up to 6% of the employee's cash compensation, subject to certain limits,



**SAUL CENTERS, INC.**  
**Notes to Consolidated Financial Statements**

were \$387,700, \$404,300, and \$302,000, for 2022, 2021, and 2020, respectively. All amounts deferred by employees and contributed by the Company are fully vested.

The Company also participates in a multiemployer nonqualified deferred compensation plan with entities in the Saul Organization which covers those full-time employees who meet the requirements as specified in the plan. According to the plan, which can be modified or discontinued at any time, participating employees defer 2% of their compensation in excess of a specified amount and the Company matches those deferrals up to three times the amount deferred by employees. The Company's expense, included in general and administrative expense, totaled \$337,900, \$238,400, and \$241,300, for the years ended December 31, 2022, 2021, and 2020, respectively. All amounts deferred by employees and the Company are fully vested. The cumulative unfunded liability under this plan was \$3.0 million and \$3.2 million, at December 31, 2022 and 2021, respectively, and is included in accounts payable, accrued expenses and other liabilities in the consolidated balance sheets.

The Company has entered into a shared services agreement (the "Agreement") with the Saul Organization that provides for the sharing of certain personnel and ancillary functions such as computer hardware, software, and support services and certain direct and indirect administrative personnel. The method for determining the cost of the shared services is provided for in the Agreement and is based upon head count, estimates of usage or estimates of time incurred, as applicable. Senior management has determined that the final allocations of shared costs are reasonable. The terms of the Agreement and the payments made thereunder are reviewed annually by the Audit Committee of the Board of Directors, which consists entirely of independent directors. Net billings by the Saul Organization for the Company's share of these ancillary costs and expenses for the years ended December 31, 2022, 2021, and 2020, which included rental expense for the Company's headquarters lease (see Note 7. Long Term Lease Obligations), totaled \$9.6 million, \$8.0 million, and \$7.4 million, respectively. The amounts are expensed when incurred and are primarily reported as general and administrative expenses or capitalized to specific development projects in these consolidated financial statements. As of December 31, 2022 and 2021, accounts payable, accrued expenses and other liabilities included \$1.2 million and \$1.1 million, respectively, representing billings due to the Saul Organization for the Company's share of these ancillary costs and expenses.

On March 5, 2021, the Company acquired from 1592 Rockville Pike, approximately 6.8 acres of land and its leasehold interest in approximately 1.3 acres of contiguous land, together in each case with the improvements located thereon, located at the Twinbrook Metro Station in Rockville, Maryland. See Notes 3 and 4.

In August 2016, the Company entered into an agreement (the "Ashbrook Contribution Agreement") to acquire from the Saul Trust approximately 13.7 acres of land located at the intersection of Ashburn Village Boulevard and Russell Branch Parkway in Ashburn, Virginia. The transaction closed on May 9, 2018, and the Company issued 176,680 limited partnership units to the Saul Trust. The Company constructed a shopping center, Ashbrook Marketplace. On June 30, 2021, the Company issued 93,674 additional limited partnership units as additional consideration to the Saul Trust in accordance with the Ashbrook Contribution Agreement, as amended.

The B. F. Saul Insurance Agency of Maryland, Inc., a subsidiary of the B. F. Saul Company and a member of the Saul Organization, is a general insurance agency that receives commissions and counter-signature fees in connection with the Company's insurance program. Such commissions and fees amounted to approximately \$286,900, \$397,900, and \$427,700, for the years ended December 31, 2022, 2021, and 2020, respectively.

## **10. STOCK OPTION PLAN**

### **Stock Based Employee Compensation, Deferred Compensation and Stock Plan for Directors**

In 2004, the Company established a stock incentive plan (the "Plan"), as amended. Under the Plan, options were granted at an exercise price not less than the market value of the common stock on the date of grant and expire ten years from the date of grant. Officer options vest ratably over four years following the grant and are charged to expense using the straight-line method over the vesting period. Director options vest immediately and are charged to expense as of the date of grant.

The Company uses the fair value method to value and account for employee stock options. The fair value of options granted is determined at the time of each award using the Black-Scholes model, a widely used

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method for valuing stock-based employee compensation, and the following assumptions: (1) Expected Volatility determined using the most recent trading history of the Company's common stock (month-end closing prices) corresponding to the average expected term of the options; (2) Average Expected Term of the options is based on prior exercise history, scheduled vesting and the expiration date; (3) Expected Dividend Yield determined by management after considering the Company's current and historic dividend yield rates, the Company's yield in relation to other retail REITs and the Company's market yield at the grant date; and (4) a Risk-free Interest Rate based upon the market yields of US Treasury obligations with maturities corresponding to the average expected term of the options at the grant date. The Company amortizes the value of options granted ratably over the vesting period and includes the amounts as compensation expense in general and administrative expenses.

Pursuant to the Plan, the Compensation Committee established a Deferred Compensation Plan for Directors for the benefit of the Company's directors and their beneficiaries, which replaced a previous Deferred Compensation and Stock Plan for Directors. Annually, directors are given the ability to make an election to defer all or part of their fees and have the option to have their fees paid in cash, in shares of common stock or in a combination of cash and shares of common stock upon separation from the Board. If a director elects to have fees paid in stock, fees earned during a calendar quarter are aggregated and divided by the closing market price of the Company's common stock on the first trading day of the following quarter to determine the number of shares to be credited to the director. During the twelve months ended December 31, 2022, 8,322 shares were credited to director's deferred fee accounts and 7,738 shares were issued. As of December 31, 2022, the director's deferred fee accounts comprise 120,824 shares.

The Compensation Committee has also approved an annual award of shares of the Company's common stock as additional compensation to each director serving on the Board of Directors as of the record date for the Annual Meeting of Stockholders. The shares are awarded as of each Annual Meeting of Stockholders, and their issuance may not be deferred.

At the annual meeting of the Company's stockholders in 2004, the stockholders approved the adoption of the 2004 stock plan for the purpose of attracting and retaining executive officers, directors and other key personnel. The 2004 stock plan was subsequently amended by the Company's stockholders at the 2008 Annual Meeting, further amended at the 2013 Annual Meeting, and further amended at the 2019 Annual Meeting (the "Amended 2004 Plan"). The Amended 2004 Plan, which terminates in 2029, provides for grants of options to purchase up to 3,400,000 shares of common stock. The Amended 2004 Plan authorizes the Compensation Committee of the Board of Directors to grant options at an exercise price which may not be less than the market value of the common stock on the date the option is granted.

Effective April 24, 2020, the Compensation Committee granted options to purchase 238,000 shares (29,624 incentive stock options and 208,376 nonqualified stock options) to 20 Company officers and 11 Company Directors (the "2020 Options"), which expire on April 23, 2030. The officers' 2020 Options vest 25% per year over four years and are subject to early expiration upon termination of employment. The directors' 2020 Options were immediately exercisable. The exercise price of \$50.00 per share was determined by the Compensation Committee. The exercise price was greater than the closing market price of the Company's common stock on the date of award, which was \$28.02. Using the Black-Scholes model, the Company determined the total fair value of the 2020 Options to be \$0.2 million, of which \$0.2 million and \$23,100 were assigned to the officer options and director options, respectively. Because the directors' options vested immediately, the entire \$23,100 was expensed as of the date of grant. The expense for the officers' options is being recognized as compensation expense monthly during the four years the options vest.

Effective May 7, 2021, the Compensation Committee granted options to purchase 250,500 shares (35,572 incentive stock options and 214,928 nonqualified stock options) to 21 Company officers and 11 Company Directors (the "2021 Options"), which expire on May 6, 2031. The officers' 2021 Options vest 25% per year over four years and are subject to early expiration upon termination of employment. The directors' 2021 Options were immediately exercisable. The exercise price of \$43.89 per share was the closing market price of the Company's common stock on the date of award. Using the Black-Scholes model, the Company determined the total fair value of the 2021 Options to be \$1.4 million, of which \$1.2 million and \$173,800 were assigned to the officer options and director options, respectively. Because the directors' options vested immediately, the entire \$173,800 was expensed

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as of the date of grant. The expense for the officers' options is being recognized as compensation expense monthly during the four years the options vest.

Effective May 13, 2022, the Compensation Committee granted options to purchase 248,000 shares (25,745 incentive stock options and 222,255 nonqualified stock options) to 19 Company officers and 11 Company Directors (the "2022 Options"), which expire on May 12, 2032. The officers' 2022 Options vest 25% per year over four years and are subject to early expiration upon termination of employment. The directors' 2022 Options were immediately exercisable. The exercise price of \$47.90 per share was the closing market price of the Company's common stock on the date of award. Using the Black-Scholes model, the Company determined the total fair value of the 2022 Options to be \$1.8 million, of which \$1.6 million and \$229,350 were assigned to the officer options and director options, respectively. Because the directors' options vested immediately, the entire \$229,350 was expensed as of the date of grant. The expense for the officers' options is being recognized as compensation expense monthly during the four years the options vest.

The following table summarizes the assumptions used in the valuation of the 2020, 2021 and 2022 option grants. During the twelve months ended December 31, 2022, stock option expense totaling \$1.3 million was included in general and administrative expense in the Consolidated Statements of Operations. As of December 31, 2022, the estimated future expense related to unvested stock options was \$2.1 million.

	Directors			Officers		
Grant date	May 13, 2022	May 7, 2021	April 24, 2020	May 13, 2022	May 7, 2021	April 24, 2020
Exercise price	\$ 47.90	\$ 43.89	\$ 50.00	\$ 47.90	\$ 43.89	\$ 50.00
Fair value per option	\$ 8.34	\$ 6.32	\$ 0.84	\$ 7.66	\$ 5.96	\$ 0.92
Volatility	30.00 %	29.70 %	25.80 %	27.10 %	27.50 %	24.00 %
Expected life (years)	5.0	5.0	5.0	7.0	7.0	7.0
Assumed yield	4.90%	4.96%	3.80%	4.93%	4.97%	3.85%
Risk-free rate	2.89%	0.77%	0.36%	2.95%	1.24%	0.51%

The table below summarizes the option activity for the years 2022, 2021, and 2020:

	2022		2021		2020	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding at January 1	1,601,250	\$ 51.73	1,502,670	\$ 52.86	1,309,614	\$ 53.38
Granted	248,000	47.90	250,500	43.89	238,000	50.00
Exercised	(26,875)	44.44	(64,920)	45.07	(10,749)	49.19
Expired/Forfeited	(54,000)	52.60	(87,000)	53.60	(34,195)	54.09
Outstanding December 31	<u>1,768,375</u>	51.28	<u>1,601,250</u>	51.73	<u>1,502,670</u>	52.86
Exercisable at December 31	<u>1,237,250</u>	52.76	<u>1,098,500</u>	53.22	<u>971,545</u>	53.01

The intrinsic value of options exercised in 2022, 2021, and 2020, was \$0.2 million, \$0.4 million and \$0.1 million, respectively. There was no intrinsic value of options outstanding and exercisable at year end 2022. The intrinsic value of options outstanding and exercisable at year end 2021 was \$4.9 million and \$2.3 million, respectively. The date of exercise was the measurement date for shares exercised during the period. The intrinsic value measures the difference between the options' exercise price and the closing share price quoted by the New

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York Stock Exchange as of the date of measurement. At December 30, 2022, the final trading day of calendar 2022, the closing price of \$40.68 per share was used for the calculation of aggregate intrinsic value of options outstanding and exercisable at that date. The weighted average remaining contractual life of the Company's exercisable and outstanding options at December 31, 2022 are 4.7 and 5.8 years, respectively.

**11. FAIR VALUE OF FINANCIAL INSTRUMENTS**

The carrying values of cash and cash equivalents, accounts receivable, accounts payable and accrued expenses and floating rate debt are reasonable estimates of their fair value. The aggregate fair value of the notes payable with fixed-rate payment terms was determined using Level 2 data in a discounted cash flow approach, which is based upon management's estimate of borrowing rates and loan terms currently available to the Company for fixed rate financing, would be approximately \$919.2 million and \$933.0 million as of December 31, 2022 and 2021, respectively, compared to the principal balance of \$1.07 billion and \$949.0 million at December 31, 2022 and 2021, respectively. A change in any of the significant inputs may lead to a change in the Company's fair value measurement of its debt.

**12. DERIVATIVES AND HEDGING ACTIVITIES**

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish these objectives, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

The change in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During 2022, such derivatives were used to hedge the variable cash flows associated with certain variable-rate debt.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. During the next twelve months, the Company estimates that approximately \$1.8 million will be reclassified from other comprehensive income and reflected as a decrease to interest expense.

The Company carries its interest-rate swaps at fair value. The Company has determined the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy with the exception of the impact of counter-party risk, which was determined using Level 3 inputs and is not significant. Derivative instruments are classified within Level 2 of the fair value hierarchy because their values are determined using third-party pricing models that contain inputs that are derived from observable market data. Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, credit spreads, measure of volatility, and correlations of such inputs.

The table below details the fair value and location of the interest rate swaps as of December 31, 2022 and 2021.

	Fair Values of Derivative Instruments			
	December 31,			
	2022		2021	
Derivative Instrument	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Interest rate swaps	Other Assets	\$ 3,962	N/A	N/A

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The table below details the location in the financial statements of the gain or loss recognized on interest rate derivatives designated as cash flow hedges for the years ended December 31, 2022, 2021, and 2020.

(In thousands)	The Effect of Hedge Accounting on Other Comprehensive Income (OCI)								
	Amount of Gain (or Loss) Recognized in OCI			Location of Gain (or Loss) Reclassified from OCI into Income			Amount of Gain (or Loss) Reclassified from OCI into Income		
	For the Years Ended December 31,								
Derivative Instrument	2022	2021	2020	2022	2021	2020	2022	2021	2020
Interest rate swaps	\$ 4,139	\$—	\$—	Interest expense, net and amortization of deferred debt costs	N/A	N/A	\$ 177	N/A	N/A

### 13. COMMITMENTS AND CONTINGENCIES

Neither the Company nor the Current Portfolio Properties are subject to any material litigation, nor, to management's knowledge, is any material litigation currently threatened against the Company, other than routine litigation and administrative proceedings arising in the ordinary course of business. Management believes that these items, individually or in the aggregate, will not have a material adverse impact on the Company or the Current Portfolio Properties.

### 14. DISTRIBUTIONS

In December 1995, the Company established a Dividend Reinvestment and Stock Purchase Plan (the "Plan"), to allow its stockholders and holders of limited partnership interests an opportunity to buy additional shares of common stock by reinvesting all or a portion of their dividends or distributions. The Plan provides for investing in newly issued shares of common stock at a 3% discount from market price without payment of any brokerage commissions, service charges or other expenses. All expenses of the Plan are paid by the Company. The Operating Partnership also maintains a similar dividend reinvestment plan that mirrors the Plan, which allows holders of limited partnership interests the opportunity to buy either additional limited partnership units or common stock shares of the Company.

The Company paid common stock distributions of \$2.32 per share in 2022, \$2.16 per share in 2021, and \$2.12 per share in 2020, Series D preferred stock dividends of \$1.53, \$1.53 and \$1.53, respectively, per depositary share in 2022, 2021, and 2020, and Series E preferred stock dividends of \$1.50, \$1.50, and \$1.50, respectively, per depositary share in 2022, 2021, and 2020. Of the common stock dividends paid, \$1.32 per share, \$1.49 per share, and \$1.43 per share, represented ordinary dividend income in 2022, 2021, and 2020, respectively, and \$1.00 per share, \$0.67 per share, and \$0.69 per share represented return of capital to the shareholders in 2022, 2021, and 2020, respectively. All of the preferred dividends paid represented ordinary dividend income.



**SAUL CENTERS, INC.**  
**Notes to Consolidated Financial Statements**

The following summarizes distributions paid during the years ended December 31, 2022, 2021, and 2020, and includes activity in the Plan as well as limited partnership units issued from the reinvestment of unit distributions:

<i>(Dollars in thousands, except per share amounts)</i>	Total Distributions to			Dividend Reinvestments			
	Preferred Stockholders	Common Stockholders	Limited Partnership Unitholders	Common Stock Shares Issued	Discounted Share Price	Limited Partnership Units Issued	Average Unit Price
<u>Distributions during 2022</u>							
4th Quarter	\$ 2,798	\$ 14,159	\$ 5,486	13,698	\$ 39.70	—	\$ —
3rd Quarter	2,799	14,156	5,486	10,577	50.80	—	—
2nd Quarter	2,798	13,625	5,292	57,819	51.61	12,955	51.55
1st Quarter	2,799	13,583	5,284	61,863	47.66	13,704	48.16
Total 2022	<u>\$ 11,194</u>	<u>\$ 55,523</u>	<u>\$ 21,548</u>	<u>143,957</u>		<u>26,659</u>	
<u>Distributions during 2021</u>							
4th Quarter	\$ 2,798	\$ 13,037	\$ 4,702	63,970	\$ 45.46	13,697	\$ 45.95
3rd Quarter	2,799	12,999	4,694	65,171	44.44	13,841	44.92
2nd Quarter	2,798	12,488	4,218	68,206	41.87	13,978	42.33
1st Quarter	2,799	12,439	4,207	96,268	29.50	19,493	29.83
Total 2021	<u>\$ 11,194</u>	<u>\$ 50,963</u>	<u>\$ 17,821</u>	<u>293,615</u>		<u>61,009</u>	
<u>Distributions during 2020</u>							
4th Quarter	\$ 2,798	\$ 12,371	\$ 4,195	117,368	\$ 24.08	23,370	\$ 24.35
3rd Quarter	2,799	12,373	4,188	14,525	28.98	13,108	29.47
2nd Quarter	2,798	12,364	4,188	12,627	32.22	—	—
1st Quarter	2,799	12,275	4,180	83,978	48.59	15,101	49.40
Total 2020	<u>\$ 11,194</u>	<u>\$ 49,383</u>	<u>\$ 16,751</u>	<u>228,498</u>		<u>51,579</u>	

In December 2022, the Board of Directors of the Company authorized a distribution of \$0.59 per common share payable in January 2023 to holders of record on January 17, 2023. As a result, \$13.6 million was paid to common shareholders on January 31, 2023. Also, \$5.5 million was paid to limited partnership unitholders on January 31, 2023 (\$0.59 per Operating Partnership unit). The Board of Directors authorized preferred stock dividends of (a) \$0.3750 per Series E depositary share and (b) \$0.3828 per Series D depositary share to holders of record on January 3, 2023. As a result, \$2.8 million was paid to preferred shareholders on January 17, 2023. These amounts are reflected as a reduction of stockholders' equity in the case of common stock and preferred stock dividends and noncontrolling interests deductions in the case of limited partner distributions and are included in dividends and distributions payable in the accompanying consolidated financial statements.

## 15. BUSINESS SEGMENTS

The Company has two reportable business segments: Shopping Centers and Mixed-Use Properties. The accounting policies of the segments are the same as those described in the summary of significant accounting policies (see Note 2). The Company evaluates performance based upon income and cash flows from real estate for the combined properties in each segment. All of our properties within each segment generate similar types of revenues and expenses related to tenant rent, reimbursements and operating expenses. Although services are provided to a range of tenants, the types of services provided to them are similar within each segment. The properties in each portfolio have similar economic characteristics and the nature of the products and services provided to our tenants and the method to distribute such services are consistent throughout the portfolio. Certain reclassifications have been made to prior year information to conform to the 2022 presentation.

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**Notes to Consolidated Financial Statements**

(In thousands)

As of or for the year ended December 31, 2022

	Shopping Centers	Mixed-Use Properties	Corporate and Other	Consolidated Totals
Real estate rental operations:				
Revenue	\$ 172,055	\$ 73,805	\$ —	\$ 245,860
Expenses	(36,895)	(27,627)	—	(64,522)
Income from real estate	135,160	46,178	—	181,338
Interest expense, net and amortization of deferred debt costs	—	—	(43,937)	(43,937)
General and administrative	—	—	(22,392)	(22,392)
Depreciation and amortization of deferred leasing costs	(28,359)	(20,610)	—	(48,969)
Loss on early extinguishment of debt	—	—	(648)	(648)
Net income (loss)	\$ 106,801	\$ 25,568	\$ (66,977)	\$ 65,392
Capital investment	\$ 8,412	\$ 108,476	\$ —	\$ 116,888
Total assets	\$ 928,071	\$ 885,500	\$ 19,731	\$ 1,833,302

As of or for the year ended December 31, 2021

Real estate rental operations:				
Revenue	\$ 169,681	\$ 69,544	\$ —	\$ 239,225
Expenses	(35,784)	(25,844)	—	(61,628)
Income from real estate	133,897	43,700	—	177,597
Interest expense, net and amortization of deferred debt costs	—	—	(45,424)	(45,424)
General and administrative	—	—	(20,252)	(20,252)
Depreciation and amortization of deferred leasing costs	(28,843)	(21,429)	—	(50,272)
Net income (loss)	\$ 105,054	\$ 22,271	\$ (65,676)	\$ 61,649
Capital investment	\$ 12,673	\$ 43,245	\$ —	\$ 55,918
Total assets	\$ 946,993	\$ 777,709	\$ 22,059	\$ 1,746,761

As of or for the year ended December 31, 2020

Real estate rental operations:				
Revenue	\$ 161,854	\$ 63,353	\$ —	\$ 225,207
Expenses	(35,198)	(23,219)	—	(58,417)
Income from real estate	126,656	40,134	—	166,790
Interest expense, net and amortization of deferred debt costs	—	—	(46,519)	(46,519)
General and administrative	—	—	(19,107)	(19,107)
Depreciation and amortization of deferred leasing costs	(30,891)	(20,235)	—	(51,126)
Gain on sale of property	278	—	—	278
Net income (loss)	\$ 96,043	\$ 19,899	\$ (65,626)	\$ 50,316
Capital investment	\$ 15,207	\$ 40,947	\$ —	\$ 56,154
Total assets	\$ 975,195	\$ 643,503	\$ 26,874	\$ 1,645,572

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**Notes to Consolidated Financial Statements**

**16. SUBSEQUENT EVENTS**

The Company has reviewed operating activities for the period subsequent to December 31, 2022 and prior to the date that financial statements are issued, March 2, 2023, and determined there are no subsequent events that are required to be disclosed.

**SAUL CENTERS, INC.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2022**  
*(Dollars in Thousands)*

	Costs		Basis at Close of Period				Accumulated Depreciation	Book Value	Related Debt <sup>(2)</sup>	Date of Construction	Date Acquired	Buildings and Improvements Depreciable Lives in Years
	Initial Basis	Capitalized Subsequent to Acquisition	Buildings and Improvements		Total							
			Land	Improvements								
Shopping Centers												
Ashbrook Marketplace, Ashburn, VA	\$ 8,938	\$ 25,314	\$ 13,258	\$ 20,994	\$ —	\$ 34,252	\$ 1,965	\$ 32,287	\$ 20,807	2019	05/18	50
Ashburn Village, Ashburn, VA	11,431	20,755	6,764	25,422	—	32,186	16,475	15,711	23,039	1994 & 2000-6	3/94	40
Ashland Square Phase I, Dumfries, VA	1,178	5,298	1,178	5,298	—	6,476	2,885	3,591	—	2007, 2013	12/04	20 & 50
Beacon Center, Alexandria, VA	24,161	18,514	22,691	19,984	—	42,675	16,754	25,921	54,816	1960 & 1974	1/72, 11/16	40 & 50
BJ's Wholesale Club, Alexandria, VA	22,623	—	22,623	—	—	22,623	—	22,623	9,345		3/08	—
Boca Valley Plaza, Boca Raton, FL	16,720	3,236	5,735	14,221	—	19,956	6,633	13,323	—		2/04	40
Boulevard, Fairfax, VA	4,883	4,753	3,687	5,949	—	9,636	3,907	5,729	9,846	1969, 1999 & 2009	4/94	40
Briggs Chaney MarketPlace, Silver Spring, MD	27,037	5,355	9,789	22,603	—	32,392	11,358	21,034	—		4/04	40
Broadlands Village, Ashburn, VA	5,316	35,915	5,300	35,925	6	41,231	15,774	25,457	28,858	2002-3, 2004 & 2006	3/02	40 & 50
Burtonsville Town Square, Burtonsville, MD	74,212	6,344	28,402	52,138	16	80,556	8,338	72,218	33,439	2010	1/17	20 & 45
Countryside Marketplace, Sterling, VA	28,912	4,314	7,666	25,560	—	33,226	12,981	20,245	—		2/04	40
Cranberry Square, Westminster, MD	31,578	1,922	6,700	26,800	—	33,500	7,556	25,944	13,946		9/11	40
Cruse MarketPlace, Cumming, GA	12,226	790	3,901	9,115	—	13,016	4,444	8,572	—		3/04	40
Flagship Center, Rockville, MD	160	409	169	400	—	569	65	504	—	1972	1/72	—
French Market, Oklahoma City, OK	5,781	16,907	1,118	21,570	—	22,688	14,378	8,310	—	1972 & 1998	3/74	50
Germanatown, Germanatown, MD	2,034	566	2,034	566	—	2,600	479	2,121	—	1990	8/93	40
The Glen, Woodbridge, VA	12,918	8,627	5,300	16,245	—	21,545	11,561	9,984	20,827	1993 & 2005	6/94	40

**SAUL CENTERS, INC.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2022**  
*(Dollars in Thousands)*

	Costs		Basis at Close of Period				Accumulated Depreciation	Book Value	Related Debt <sup>(2)</sup>	Date of Construction	Date Acquired	Buildings and Improvements Depreciable Lives in Years
	Initial Basis	Capitalized Subsequent to Acquisition	Land	Buildings and Improvements	Construction in Progress	Total						
Great Falls Center, Great Falls, VA	41,750	3,368	14,766	30,352	—	45,118	12,114	33,004	31,313		3/08	40
Hampshire Langley, Takoma, MD	3,159	3,475	1,892	4,732	10	6,634	4,203	2,431	12,231	1960	1/72	40
Hunt Club Corners, Apopka, FL	12,584	4,653	4,822	12,415	—	17,237	6,208	11,029	—		6/06, 12/12	40
Jamestown Place, Altamonte Springs, FL	14,055	2,459	4,455	12,059	—	16,514	5,543	10,971	—		11/05	40
Kentlands Square I, Gaithersburg, MD	14,379	3,365	5,005	11,984	755	17,744	5,165	12,579	20,836	2002	9/02	40
Kentlands Square II, Gaithersburg, MD	76,723	3,323	23,133	56,631	282	80,046	18,095	61,951	29,658		9/11, 9/13	40
Kentlands Place, Gaithersburg, MD	1,425	7,639	1,425	7,639	—	9,064	4,806	4,258	7,321	2005	1/04	50
Lansdowne Town Center, Leesburg, VA	6,545	43,497	6,546	43,427	69	50,042	20,112	29,930	—	2006	11/02	50
Leesburg Pike Plaza, Baileys Crossroads, VA	2,418	6,402	1,132	7,688	—	8,820	6,487	2,333	12,543	1965	2/66	40
Lumberton Plaza, Lumberton, NJ	4,400	11,648	950	15,074	24	16,048	14,060	1,988	—	1975	12/75	40
Metro Pike Center, Rockville, MD	33,123	5,399	26,064	8,476	3,982	38,522	2,607	35,915	—		12/10	40
Shops at Monocacy, Frederick, MD	9,541	15,884	9,260	16,165	—	25,425	7,344	18,081	26,422	2003-4	11/03	50
Northrock, Warrenton, VA	12,686	15,429	12,686	15,423	6	28,115	6,310	21,805	12,652	2009	01/08	50
Olde Forte Village, Ft. Washington, MD	15,933	6,922	5,409	17,446	—	22,855	9,528	13,327	20,136	2003-4	07/03	40
Olney, Olney, MD	4,963	2,998	3,079	4,882	—	7,961	3,633	4,328	12,476	1972	11/75	40
Orchard Park, Dunwoody, GA	19,377	1,616	7,751	13,242	—	20,993	5,286	15,707	—		7/07	40
Palm Springs Center, Altamonte Springs, FL	18,365	2,324	5,739	14,948	2	20,689	6,957	13,732	—		3/05	40
Ravenwood, Baltimore, MD	1,245	4,446	703	4,988	—	5,691	3,641	2,050	11,975	1959 & 2006	1/72	40
11503 Rockville Pike/5541 Nicholson Lane, Rockville, MD	26,561	24	22,113	4,472	—	26,585	1,374	25,211	—		10/10, 12/12	40



**SAUL CENTERS, INC.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2022**  
*(Dollars in Thousands)*

	Costs			Basis at Close of Period			Accumulated Depreciation	Book Value	Related Debt <sup>(2)</sup>	Date of Construction	Date Acquired	Buildings and Improvements Depreciable Lives in Years
	Initial Basis	Capitalized Subsequent Acquisition	Land	Buildings and Improvements	Construction in Progress	Total						
1500/1580/1582 Rockville Pike, Rockville, MD	45,351	2,046	38,065	7,050	2,282	47,397	6,712	40,685	—	—	12/12, 1/14, 4/14	5, 10, 5
Seabreeze Plaza, Palm Harbor, FL	24,526	2,625	8,665	18,486	—	27,151	8,435	18,716	13,302	—	11/05	40
Market Place at Sea Colony, Bethany Beach, DE	2,920	339	1,147	2,112	—	3,259	792	2,467	—	—	3/08	40
Seven Corners, Falls Church, VA	4,848	46,510	4,929	46,429	—	51,358	34,249	17,109	87,706	1956 & 1997	7/73	40
Severna Park Marketplace, Severna Park, MD	63,254	1,094	12,700	51,549	99	64,348	14,526	49,822	25,857	—	9/11	40
Shops at Fairfax, Fairfax, VA	2,708	11,090	992	12,806	—	13,798	9,481	4,317	13,597	1975 & 1999	6/75	50
Smallwood Village Center, Waldorf, MD	17,819	8,461	6,402	19,878	—	26,280	11,167	15,113	—	—	1/06	40
Southdale, Glen Burnie, MD	18,895	25,810	15,255	29,205	245	44,705	24,221	20,484	—	1962 & 1986	1/72, 11/16	40
Southside Plaza, Richmond, VA	6,728	11,891	1,878	16,741	—	18,619	13,781	4,838	—	1958	1/72	40
South Dekalb Plaza, Atlanta, GA	2,474	4,985	615	6,814	30	7,459	5,438	2,021	—	1970	2/76	40
Thruway, Winston-Salem, NC	7,848	28,207	7,692	28,345	18	36,055	20,927	15,128	—	1955 & 1965	5/72	40
Village Center, Centreville, VA	16,502	3,356	7,851	12,007	—	19,858	8,524	11,334	25,057	1990	8/93	40
Westview Village, Frederick, MD	6,047	25,658	6,047	25,658	—	31,705	12,147	19,558	—	2009	11/07, 02/15	50
White Oak, Silver Spring, MD	6,277	6,299	4,649	7,723	204	12,576	6,615	5,961	19,985	1958 & 1967	1/72	40
Other Buildings / Improvements	—	183	—	182	1	183	156	27	—	—	—	—
Total Shopping Centers	835,537	482,444	420,132	889,818	8,031	1,317,981	456,197	861,784	597,990	—	—	—

**SAUL CENTERS, INC.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2022**  
*(Dollars in Thousands)*

	Costs		Basis at Close of Period			Accumulated Depreciation	Book Value	Related Debt <sup>(2)</sup>	Date of Construction	Date Acquired	Buildings and Improvements Depreciable Lives in Years
	Initial Basis	Capitalized Subsequent to Acquisition	Land	Buildings and Improvements	Construction in Progress						
<b>Mixed-Use Properties</b>											
Avenel Business Park, Gaithersburg, MD	21,459	37,788	3,756	55,491	—	59,247	16,862	22,906	1984, 1986, 1990, 1998 & 2000	12/84, 8/85, 2/86, 4/98 & 10/2000	35 & 40
Clarendon Center, Arlington, VA (1)	12,753	187,682	16,287	184,148	—	200,435	60,798	86,264	2010	7/73, 1/96 & 4/02	50
Park Van Ness, Washington, DC	2,242	91,855	2,242	91,855	—	94,097	18,384	75,713	2016	7/73, 2/11	50
601 Pennsylvania Ave., Washington, DC	5,479	69,446	5,667	69,258	—	74,925	59,832	15,093	1986	7/73	35
The Waycroft, Arlington, VA	52,067	228,070	53,618	226,519	—	280,137	18,241	261,896	2017	8/14, 12/14, 9/15, 8/16,	50
Washington Square, Alexandria, VA	2,034	58,345	544	59,835	—	60,379	32,638	27,741	1952 & 2000	7/73	50
Total Mixed-Use Properties	96,034	673,186	82,114	687,106	—	769,220	232,278	536,942			
<b>Development Land</b>											
Ashland Square Phase II, Manassas, VA	5,292	5,033	7,049	—	3,276	10,325	—	10,325		12/04	
New Market, New Market, MD	2,088	146	2,234	—	—	2,234	—	2,234		9/05	
Hampden House, Bethesda, MD	39,641	41,063	—	—	80,704	80,704	—	80,704		10/18, 12/18	
Twinbrook, Rockville, MD	110,021	117,651	—	—	227,672	227,672	—	227,672		12/14, 03/21	
Total Development Land	157,042	163,893	9,283	—	311,652	320,935	—	320,935			
Total	\$1,088,613	\$ 1,319,523	\$ 511,529	\$ 1,576,924	\$ 319,683	\$ 2,408,136	\$ 688,475	\$ 1,719,661			\$ 974,682

(1) Includes the North and South Blocks and Residential

(2) Amounts do not include deferred debt and therefore will not match the Consolidated Balance Sheet

**SAUL CENTERS, INC.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2022**

Depreciation and amortization related to the real estate investments reflected in the statements of operations is calculated over the estimated useful lives of the assets as follows:

Base building	Generally 35 - 50 years or a shorter period if management determines that the building has a shorter useful life.
Building components	Up to 20 years
Tenant improvements	The shorter of the term of the lease or the useful life of the improvements

The aggregate remaining net basis of the real estate investments for federal income tax purposes was approximately \$1.61 billion at December 31, 2022. Depreciation and amortization are provided on the declining balance and straight-line methods over the estimated useful lives of the assets.

The changes in total real estate investments and related accumulated depreciation for each of the years in the three year period ended December 31, 2022 are summarized as follows:

(In thousands)	2022	2021	2020
<b>Total real estate investments:</b>			
Balance, beginning of year	\$ 2,284,126	\$ 2,124,796	\$ 2,081,597
Acquisitions	—	108,279	—
Improvements	130,300	54,177	45,396
Retirements	(6,290)	(3,126)	(2,197)
Balance, end of year	<u>\$ 2,408,136</u>	<u>\$ 2,284,126</u>	<u>\$ 2,124,796</u>
<b>Total accumulated depreciation:</b>			
Balance, beginning of year	\$ 650,113	\$ 607,706	\$ 563,474
Depreciation expense	44,636	45,487	45,865
Retirements	(6,274)	(3,080)	(1,633)
Balance, end of year	<u>\$ 688,475</u>	<u>\$ 650,113</u>	<u>\$ 607,706</u>

### DIRECTORS

**B. Francis Saul II**  
Chairman and Chief  
Executive Officer

**Philip D. Caraci**  
Vice Chairman

**The Honorable  
John E. Chapoton**  
Partner, Brown  
Investment Advisory

**George P. Clancy, Jr.**  
Executive Vice  
President, Retired  
Chevy Chase Bank

**J. Page Lansdale**  
President and Chief Operating  
Officer, Retired

**Willoughby B. Laycock**  
Senior Vice President, Residential  
Design and Market Research

**Patricia Saul Lotuff**  
Vice Chair, B. F. Saul Real  
Estate Investment Trust

**H. Gregory Platts**  
Senior Vice President  
and Treasurer, Retired  
National Geographic Society

**Earl A. Powell III**  
Director, Retired  
National Gallery of Art

**Andrew M. Saul II**  
Chief Executive Officer  
Genovation Cars

**Mark Sullivan III**  
Financial and Legal Consultant

**John R. Whitmore**  
Financial Consultant

### EXECUTIVE OFFICERS

**B. Francis Saul II**  
Chairman and Chief Executive Officer

**D. Todd Pearson**  
President and Chief Operating Officer

**Christine N. Kearns**  
Executive Vice President,  
Chief Legal and Administrative Officer

**Christopher H. Netter**  
Executive Vice President,  
Retail Leasing

**Carlos L. Heard**  
Senior Vice President,  
Chief Financial Officer

**Joel A. Friedman**  
Senior Vice President,  
Chief Accounting Officer  
and Treasurer

**Bettina T. Guevara**  
Senior Vice President,  
General Counsel and Secretary

**John F. Collich**  
Senior Vice President,  
Chief Acquisitions and  
Development Officer

**Judith K. Garland**  
Senior Vice President,  
Office

**Lori S. Godby**  
Senior Vice President,  
Residential

**Donald A. Hachey**  
Senior Vice President,  
Construction

**Amitha Prabhu**  
Senior Vice President,  
Chief Audit Executive

**Charles Sherren**  
Senior Vice President,  
Property Management

### COUNSEL

Pillsbury Winthrop  
Shaw Pittman LLP  
Washington, DC 20036

### INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Deloitte & Touche LLP  
McLean, Virginia 22102

### WEB SITE

[www.saulcenters.com](http://www.saulcenters.com)

### EXCHANGE LISTING

New York Stock  
Exchange (NYSE) Symbol:

Common Stock: BFS  
Preferred Stock: BFS.PrD  
Preferred Stock: BFS.PrE

### TRANSFER AGENT

Continental Stock Transfer and Trust  
Company  
1 State Street 30th Floor  
New York, NY 10004-1561

### INVESTOR RELATIONS

A copy of the Saul Centers, Inc. Annual Report to the Securities and Exchange Commission on Form 10-K, which includes as exhibits the Chief Executive Officer and Chief Financial Officer Certifications required by Section 302 of the Sarbanes-Oxley Act, may be printed from the Company's web site or obtained at no cost to stockholders by writing to the address below or calling (301) 986-6016. In 2022, the Company filed with the NYSE the Certification of its Chief Executive Officer confirming that he was not aware of any violation by the Company of the NYSE's corporate governance listing standards.

### HEADQUARTERS

7501 Wisconsin Ave.  
Suite 1500E  
Bethesda, MD 20814-6522  
Phone: (301) 986-6200





## ANNUAL MEETING OF STOCKHOLDERS

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The Annual Meeting of Stockholders will be held at 11:00 a.m., local time, on May 12, 2023, at the Hyatt Regency Bethesda, One Bethesda Metro Center, Bethesda, Maryland (at the Southwest Corner of the intersection of Wisconsin Avenue and Old Georgetown Road, adjacent to the Bethesda Station on the Metro Red Line).









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Bethesda, MD 20814-6522  
Phone: (301) 986-6200  
Website: [www.saulcenters.com](http://www.saulcenters.com)